

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

In re:

PROSPECT MEDICAL HOLDINGS, INC., *et al.*,¹

Debtors.

Chapter 11

Case No. 25-80002 (SGJ)

(Jointly Administered)

**COVER SHEET FOR THE FIFTH MONTHLY FEE STATEMENT OF
SHEPPARD, MULLIN, RICHTER & HAMPTON LLP FOR ALLOWANCE OF
COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR THE PERIOD
FROM MAY 1, 2025 THROUGH AND INCLUDING MAY 31, 2025**

Name of Applicant:	Sheppard, Mullin, Richter & Hampton LLP
Date of Retention:	January 11, 2025 (the “ <u>Petition Date</u> ”) by order entered February 13, 2025 at Dkt. No. 622
Period for Which Compensation and Reimbursement is Sought:	May 1, 2025 through and including May 31, 2025
Amount of Compensation Sought as Actual, Reasonable and Necessary:	\$871,001.20 (80% of \$1,088,751.50)
Amount of Expense Reimbursement Sought as Actual, Reasonable and Necessary:	\$61,852.22
Total Compensation and Expenses Requested in this Fee Statement (not including the 20% compensation holdback)	\$932,853.42

¹ A complete list of each of the Debtors in these chapter 11 cases may be obtained on the website of the Debtors’ proposed claims and noticing agent at <https://omniagentsolutions.com/Prospect>. The Debtors’ mailing address is 3824 Hughes Ave., Culver City, CA 90232.

This is a: Monthly Fee Statement

This is Sheppard Mullin's fifth monthly fee statement.

PRIOR MONTHLY FEE STATEMENTS

	Requested		Approved		Outstanding	
Period Covered	Fees (\$)	Expenses (\$)	Fees (\$)	Expenses (\$)	Fees (\$)	Expenses (\$)
1/11/2025 – 1/31/2025	\$137,338.40 (80% of 171,673.00)	\$90,644.00	\$137,338.40	\$90,644.00	\$0.00	\$0.00
2/1/2025 – 2/28/2025	\$137,059.60 (80% of \$171,324.50)	\$79,235.12	\$137,059.60	\$79,235.12	\$0.00	\$0.00
3/1/2025 – 3/30/2025	\$245,441.20 (80% of \$306,801.50)	\$62,246.15	\$245,441.20	\$62,246.15	\$0.00	\$0.00
4/1/2025 – 4/31/2025	\$270,413.20 (80% of \$338,016.50)	\$61,883.75	\$270,413.20	\$61,883.75	\$67,603.30	\$0.00

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

In re:

PROSPECT MEDICAL HOLDINGS, INC., *et al.*,²

Debtors.

Chapter 11

Case No. 25-80002 (SGJ)

(Jointly Administered)

**FIFTH MONTHLY FEE STATEMENT OF SHEPPARD, MULLIN, RICHTER &
HAMPTON LLP FOR ALLOWANCE OF COMPENSATION AND
REIMBURSEMENT OF EXPENSES FOR THE PERIOD FROM
MAY 1, 2025 THROUGH AND INCLUDING MAY 31, 2025**

Pursuant to sections 327(e) of title 11 of the United States Code (the “Bankruptcy Code”), rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), rule 2016-1 of the Local Bankruptcy Rules of the United States Bankruptcy Court for the Northern District of Texas (the “Local Rules”), and this Court’s *Order (I) Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Retained Professionals and (II) Granting Related Relief* [Docket No. 608] (the “Compensation Procedures Order”), Sheppard, Mullin, Richter & Hampton LLP (“Sheppard Mullin”), special projects counsel to the Debtors and Debtors-in-Possession, hereby submits its fifth monthly fee statement (this “Monthly Fee Statement”) for interim allowance and (a) payment of compensation for professional services to the Debtors during the period from May 1, 2025 through and including May 31, 2025 (the “Fee Period”) in the amount of \$871,001.20 representing 80% of the \$1,088,751.50 of fees owed to Sheppard Mullin for professional services to the Debtors during the Fee Period and (b)

² A complete list of each of the Debtors in these chapter 11 cases may be obtained on the website of the Debtors’ proposed claims and noticing agent at <https://omniagentsolutions.com/Prospect>. The Debtors’ mailing address is 3824 Hughes Ave., Culver City, CA 90232.

reimbursement of 100% of the actual and necessary expenses incurred by Sheppard Mullin in connection with such services in the amount of \$61,852.22. In support of this Application, Sheppard Mullin represents as follows:

BACKGROUND

1. The Debtors and their non-Debtor affiliates (collectively, the “Company”) are significant providers of coordinated regional healthcare services in California, Connecticut, Pennsylvania, and Rhode Island. The Company’s business includes hospital operations, which consist of, among other things, the ownership and operation of 16 acute care and behavioral hospitals, providing a wide range of inpatient and outpatient services spanning multiple states; and physician-related services, including certain owned and managed medical groups, independent physician associations, managed services organizations and risk taking entities.

2. On January 11, 2025 (the “HCo Petition Date”), Prospect Medical Holdings, Inc. (“PMH”) and its current hospital-related debtor affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “HCo Debtors”) commenced voluntary cases (the “HCo Chapter 11 Cases”) under chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the Northern District of Texas (the “Court”). On July 7, 2025, PHP Holdings, LLC (“PHPH”) and its physician-related debtor affiliates (collectively, the “PCo Debtors”) commenced voluntary cases (the “PCo Chapter 11 Cases”) under chapter 11 of title 11 of the Bankruptcy Code in this Court. The PCo Debtors’ chapter 11 cases are being jointly administered with the HCo Debtors’ chapter 11 cases. This Monthly Fee Statement covers fees and expenses for legal services provided to the HCo Debtors, and therefore the remainder of this Monthly Fee Statement refers to the HCo Debtors as the “Debtors.”

3. The Debtors continue to operate their businesses and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No party has requested the appointment of a trustee or examiner in these cases, and no statutory committee has been appointed.

4. A detailed description of the Debtors and their business, and the facts and circumstances supporting this Motion and the Debtors' chapter 11 cases, are set forth in greater detail in the *Declaration of Paul Rundell in Support of Chapter 11 Petitions and First Day Pleadings* [Docket No. 41] (the "First Day Declaration").

5. On February 12, 2025, this Court entered the Compensation Procedures Order [Docket No. 608] authorizing estate professionals ("Professionals") to submit monthly applications for interim compensation and reimbursement for expenses, pursuant to procedures specified therein. If no objections are made within ten (10) days after service of a monthly fee statement ("Objection Deadline"), the Debtors are authorized to pay the Professional eighty percent (80%) of the requested fees and one hundred percent (100%) of the requested expenses. All fees and expenses paid are on an interim basis until final allowance by the Court.

6. The Debtors retained Sheppard Mullin as its special projects counsel effective as of the Petition Date pursuant to the *Order Granting Application for Entry of an Order Authorizing the Retention and Employment of Sheppard, Mullin, Richter & Hampton LLP as Special Projects Counsel to the Debtors* [Dkt. No. 622] (the "Retention Order"). The Retention Order authorizes the Debtors to compensate and reimburse Sheppard Mullin subject to allowance of such compensation and reimbursement by the Court.

7. As further detailed in the *Application for Entry of an Order Authorizing the Retention and Employment of Sheppard, Mullin, Richter & Hampton LLP as Special Projects*

Counsel to the Debtors and Debtors in Possession [Dkt. No. 326], Sheppard Mullin was retained to represent the Debtors in connection with certain (i) Litigation Matters and (ii) Transactions, Regulatory and Operational Matters, reflected by two separate engagement letters. To avoid confusion, Sheppard Mullin files one Monthly Fee Statement but provides the breakdown for fees and expenses for each of the Litigation Matters and the Transactions, Regulatory and Operational Matters. The Litigation Matter is billed under the task code B190 – Other Contested Matters and the Transactions, Regulatory and Operational Matters are billed under the task code B130 – Asset Disposition.

8. On February 28, 2025, Sheppard Mullin filed and served the *First Monthly Fee Statement of Sheppard, Mullin, Richter & Hampton LLP for Allowance of Compensation and Reimbursement of Expenses for the Period From January 11, 2025 Through and Including January 31, 2025*. Docket No. 828. After receiving no objections to the first monthly fee statement, Sheppard Mullin filed a certificate of no objection, and received payment in the total amount of \$137,338.40 representing 80% of the \$171,673.00 owed to Sheppard Mullin for professional services to the Debtors during first fee period and reimbursement of 100% of the actual and necessary expenses incurred by Sheppard Mullin in connection with such services in the amount of \$96,167.10.

9. On April 4, 2025, Sheppard Mullin filed its second monthly fee statement for interim allowance and payment of compensation for professional services to the Debtors during the period from February 1, 2025 through and including February 28, 2025. Docket No. 1446. Sheppard Mullin served the second monthly fee statement on April 11, 2025. After receiving no objections during or after the Objection Deadline, on April 23, 2025, Sheppard Mullin filed a certificate of no objection regarding the second monthly fee statement, Docket No. 1628, and

received payment in the total amount of \$216,294.72, representing 80% of the \$171,324.50 owed to Sheppard Mullin for professional services to the Debtors during the second fee period and reimbursement of 100% of the actual and necessary expenses incurred by Sheppard Mullin in connection with such services in the amount of \$79,235.12.

10. On May 6, 2025, Sheppard Mullin filed and served its third monthly fee statement for interim allowance and payment of compensation for professional services to the Debtors during the period from March 1, 2025 through and including March 31, 2025. Docket No. 1855. After receiving no objections during or after the Objection Deadline, on May 23, 2025, Sheppard Mullin filed a certificate of no objection regarding the third monthly fee statement. Docket No. 2073. On June 6, 2025, Sheppard Mullin received payment in the total amount of \$307,687.35, representing 80% of the \$306,801.50 owed to Sheppard Mullin for professional services to the Debtors during the third fee period and reimbursement of 100% of the actual and necessary expenses incurred by Sheppard Mullin in connection with such services in the amount of \$62,246.15.

11. On May 15, 2025, Sheppard Mullin filed *The First Interim Fee Application of Sheppard, Mullin, Richter & Hampton LLP for Compensation and Reimbursement of Expenses for the Period From January 12, 2025 Through and Including March 31, 2025* (the “First Interim Fee Application”), which requested entry of an order granting interim allowance of compensation for professional services to the Debtors during the period from January 12, 2025 to and including March 31, 2025 (the “Interim Fee Period”) in the amount of \$649,799.00 and reimbursement of 100% of the actual and necessary expenses incurred by Sheppard during the Interim Fee Period, in the amount of \$ 232,125.27. Docket No. 1966. On June 11, 2025, the Court entered an order granting the First Interim Fee Application, and Sheppard Mullin received payment of the outstanding 20% of fees for the Interim Fee Period. Docket No. 2270.

12. On June 11, 2025, Sheppard Mullin filed and served its fourth monthly fee statement for interim allowance and payment of compensation for professional services to the Debtors during the period from April 1, 2025 through and including April 30, 2025 [Docket No. 2256]. After receiving no objections during or after the Objection Deadline, on June 27, 2025, Sheppard Mullin filed a certificate of no objection regarding the fourth monthly fee statement. Docket No. 2375. On July 18, 2025, Sheppard Mullin received payment in the total amount of \$332,296.95, representing 80% of the \$338,016.50 owed to Sheppard Mullin for professional services to the Debtors during the fourth fee period and reimbursement of 100% of the actual and necessary expenses incurred by Sheppard Mullin in connection with such services in the amount of \$61,883.75.

13. In support of this Monthly Fee Statement, Sheppard Mullin submits the following exhibits, which are attached hereto:

- **Exhibit A** is a schedule of hours billed by Sheppard Mullin attorneys and paraprofessionals or litigation e-discovery personnel per engagement during the Fee Period. Sheppard Mullin attorneys and paraprofessionals expended a total of 6 hours in connection with the Litigation Matters and 1,644 hours in connection with the Transactions, Regulatory and Operational Matters during the Fee Period. All services for which Sheppard Mullin is requesting compensation were performed for or on behalf of the Debtors.
- **Exhibit B** is a schedule of the number of hours expended and fees incurred (on an aggregate basis) by Sheppard Mullin attorneys and paraprofessionals per engagement during the Fee Period with respect to each of the subject matter categories Sheppard Mullin established in accordance with its internal billing procedures.
- **Exhibit C** is a detailed statement of the time, expenses, and compensation earned during the Fee Period per engagement.
- **Exhibit D** is a detailed statement of Sheppard Mullin's out-of-pocket expenses incurred during the Fee Period for each engagement, totaling \$61,852.22.

FEES AND EXPENSES

14. Sheppard Mullin has continuously rendered services to the Debtors during the Fee Period, totaling 1,650 hours of professional time, comprising of 6 hours of professional services in connection with the Litigation Matters and 1,644 hours in connection with the Transactions, Regulatory and Operational Matters. The services of Sheppard Mullin are necessary to enable the Debtors to continue to prosecute the Litigation Matters and obtain legal services in connection with the Transactions, Regulatory and Operational Matters.

15. The total sum due to Sheppard Mullin for professional services rendered on behalf of the Debtors for the Fee Period is \$1,088,751.50 of which 80% will be due and payable immediately upon expiration of the Objection Deadline. Sheppard Mullin submits that the professional services it rendered on behalf of the Debtors during this time were reasonable and necessary under the circumstances.

16. Sheppard Mullin also expended costs on behalf of the Debtors during the Fee Period in the sum of \$61,852.22, of which 100% will be due and payable immediately upon expiration of the Objection Deadline.

17. Although Sheppard Mullin has made every effort to include all fees and expenses incurred during the Fee Period in this Monthly Fee Statement, some fees and expenses might have been omitted from this Monthly Fee Statement due to delays caused by accounting and processing during the Fee Period. Sheppard Mullin reserves the right to submit further applications to the Court for allowance of such fees and expenses not included herein. Subsequent monthly fee statement and/or fee applications will be filed in accordance with the requirements of the Bankruptcy Code, and Bankruptcy Rules, the Local Rules, and the Compensation Procedures Order.

18. WHEREFORE, Sheppard Mullin requests (a) interim allowance and payment of compensation for professional services to the Debtors during the Fee Period in the amount of (a) \$871,001.20, representing 80% of the \$1,088,751.50 of fees owed to Sheppard Mullin for professional services to the Debtors during the Fee Period, and (b) reimbursement of 100% of the actual and necessary expenses incurred by Sheppard Mullin during the Fee Period in connection with such services in the amount of \$61,852.22, for an interim award of \$932,853.42.

Dated: July 30, 2025

Respectfully submitted,

SHEPPARD, MULLIN, RICHTER & HAMPTON LLP

By

/s/ Dwight M. Francis

DWIGHT M. FRANCIS

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SPECIAL PROJECTS COUNSEL TO THE DEBTORS

CERTIFICATE OF SERVICE

I certify that on July 30, 2025, I caused a copy of the foregoing document to be served by the Electronic Case Filing System for the United States Bankruptcy Court for the Northern District of Texas.

/s/ Dwight M. Francis
Dwight M. Francis

Exhibit A

**Summary of Hours Billed by Sheppard Mullin Attorneys and Paraprofessionals for the Fee
Period**

Last Name	First Name	Position/Area of Expertise	Year of Admission/ Years of Experience	Hourly Rate	Total Hours	Total Compensation (\$)
Carroll	John	Partner	2004	\$1,060.00	2.60	\$2,756.00
Corner	Margia	Partner	2010	\$975.00	30.20	\$29,445.00
Friedman	Robert	Partner	1990	\$1,125.00	2.50	\$2,812.50
Ghazni	Nioura	Partner	2012	\$910.00	55.20	\$50,232.00
Grushkin	Jordan	Partner	2015	\$905.00	11.30	\$10,226.50
Hoinacki	Carly	Partner	2011	\$965.00	9.20	\$8,878.00
Marks	Adam	Partner	2012	\$880.00	41.30	\$36,344.00
Martin	Alan	Partner	1987	\$985.00	1.30	\$1,280.50
Metnick	Carolyn	Partner	2003	\$945.00	1.90	\$1,795.50
Reimers	Timothy	Partner	2001	\$1,010.00	4.10	\$4,141.00
Rifenbark	Richard	Partner	2001	\$910.00	2.50	\$2,275.00
Rosenberg	Todd	Partner	1999	\$985.00	78.40	\$77,224.00
Sze	Hoyt	Partner	1995	\$925.00	2.10	\$1,942.50
Vrabie	Danielle	Partner	2010	\$965.00	1.30	\$1,254.50
Wheelock	Ashley	Partner	2013	\$855.00	13.40	\$11,457.00
Herbert	Kanasha	Special Counsel	2007	\$695.00	101.10	\$70,264.50
Kraus	Erica	Special Counsel	2012	\$905.00	0.30	\$271.50
Levarlet	Malika	Special Counsel	2007	\$745.00	0.90	\$670.50
Schlenger	Joshua	Special Counsel	2011	\$860.00	3.40	\$2,924.00
Stratton	Kathleen	Special Counsel	1984	\$825.00	0.50	\$412.50
Tabatabai	Maryam	Special Counsel	2012	\$730.00	27.50	\$20,075.00
Arman	Kylie	Associate	2024	\$520.00	5.00	\$2,600.00
Becton	Esperance	Associate	2015	\$750.00	119.20	\$89,400.00
Bhatt	Madhav	Associate	2019	\$750.00	67.10	\$50,325.00
Bogle	Amanda	Associate	2017	\$780.00	7.40	\$5,772.00
Butera	Alexandria	Associate	2023	\$560.00	14.50	\$8,120.00
Campbell	Grayson	Associate	2023	\$560.00	3.60	\$2,016.00
Das	Anushna	Associate	2024	\$605.00	8.20	\$4,961.00
Fisher	Jared	Associate	2022	\$605.00	18.30	\$11,071.50
Fogelhut	Jami	Associate	2022	\$605.00	148.90	\$90,084.50
Foster	Alexandra	Associate	2023	\$780.00	21.80	\$17,004.00
Fuery	Maximillian	Associate	2024	\$520.00	60.40	\$31,408.00
Garcia	Alyssa	Associate	2024	\$520.00	21.40	\$11,128.00
Hao	Patrick	Associate	2020	\$560.00	13.30	\$7,448.00
Herbstritt	John	Associate	2023	\$560.00	27.00	\$15,120.00

Kelly	Theodore	Associate	2024	\$520.00	20.80	\$10,816.00
Kline	Kennedy	Associate	2025	\$520.00	1.40	\$728.00
Kohlmeyer	Kendall	Associate	2022	\$605.00	9.90	\$5,989.50
Kolawole	Taiye	Associate	2025	\$520.00	37.40	\$19,448.00
Lanfranco Ferreryra	Bryan	Associate	2021	\$655.00	4.00	\$2,620.00
Lee	Ryan	Associate	2019	\$605.00	14.50	\$8,772.50
Leiter	Jonathan	Associate	2023	\$560.00	28.60	\$16,016.00
Lim	Chelsea	Associate	2024	\$560.00	21.80	\$12,208.00
Miller	Megan	Associate	2023	\$560.00	13.40	\$7,504.00
Moore	Arthur	Associate	2016	\$750.00	4.30	\$3,225.00
Musharbash	Edward	Associate	2016	\$795.00	18.90	\$15,025.50
Nevins	Elizabeth	Associate	2022	\$605.00	16.30	\$9,861.50
Nguyen	Christina	Associate	2017	\$605.00	30.50	\$18,452.50
Segretti	Gianna	Associate	2018	\$750.00	2.10	\$1,575.00
Spinelli	Gianfranco	Associate	2023	\$560.00	46.80	\$26,208.00
Still	Tiernan	Associate	2022	\$605.00	33.20	\$20,086.00
Stobaugh	Ariana	Associate	2021	\$710.00	12.20	\$8,662.00
Sutton	Michael	Associate	2015	\$780.00	1.40	\$1,092.00
Thomas	Krysten	Associate	2022	\$605.00	15.40	\$9,317.00
Toll	Tracey	Associate	2015	\$750.00	69.60	\$52,200.00
Uslaner	Brett	Associate	2021	\$655.00	15.10	\$9,890.50
Yang	Jae	Associate	2020	\$710.00	43.20	\$30,672.00
Zadeh	Aram	Associate	2024	\$520.00	20.20	\$10,504.00
Bremer	Konner	Staff Attorney	2025	\$410.00	9.50	\$3,895.00
Gov	Susan	Staff Attorney	2017	\$410.00	84.00	\$34,440.00
Hausladen	Erin	Staff Attorney	1996	\$445.00	48.70	\$21,671.50
Johnson	Lisa	Staff Attorney	2003	\$400.00	51.30	\$20,520.00
Summerhays	Mark	Paralegal	2021	\$450.00	1.40	\$630.00
Malinowski	Arek	Legal Assistant	2014	\$605.00	10.20	\$6,171.00
Watson	Tina	Law Clerk	2025	\$520.00	29.30	\$15,236.00
Welch	Andrew	Summer Associate	2025	\$290.00	7.50	\$2,175.00
	Total				1650.00	\$1,088,751.50
	Blended Rate					\$659.85

Exhibit B

Summary of Legal Fees and Expenses by Project Category for the Fee Period

Task Description	Total Hours	Total Fees (\$)
B130 – Asset Disposition / 363 Sale (Transactions, Regulatory and Operational Matters)	1,644	\$1,082,908.00
B190 – Other Contested Matters (Litigation Matters)	6	\$5,843.50
Total	1,650	\$1,088,751.50

Exhibit C

**Detailed Statement of the Time Expended and
Compensation Earned During the Fee Period**



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Prospect Medical Holdings
< **This is an e-Billing matter.** >

SMRH Tax ID 95-1463164
July 23, 2025
Invoice 340104504

Our Matter No. 29HJ-405232
PMH BK - Connecticut Hospitals Litigation
Billing Atty: Robert S. Friedman

INVOICE SUMMARY

FOR PROFESSIONAL SERVICES THROUGH MAY 31, 2025

Current Fees	\$ 5,843.50
Current Disbursements	\$ 61,852.22

Total Current Activity	<u>\$ 67,695.72</u>
Total Due for This Invoice	<u>\$ 67,695.72</u>



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29HJ-405232 PMH BK - Connecticut Hospitals Litigation
Robert S. Friedman

July 23, 2025
Invoice 340104504
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FOR PROFESSIONAL SERVICES THROUGH 05/31/25

FEE DETAIL

<u>Date</u>	<u>Phase</u>	<u>Description of Services</u>	<u>Tkpr</u>	<u>Hours</u>
B190 - Other Contested Matters (excluding assumption/rejection motions)				
05/01/25	B190	Prepared statement items based on review of correspondence received.	000548	.60 hrs.
05/05/25	B190	Conferred with co-counsel re stay violation letter to Connecticut Water Company.	004039	.20 hrs.
05/06/25	B190	Reviewed data items received and status of open issues.	000548	.70 hrs.
05/13/25	B190	Analyzed issues pertaining to extension of termination date.	004151	.20 hrs.
05/24/25	B190	Analyzed litigation and bidding procedure.	002632	.50 hrs.
05/24/25	B190	Analyzed proposed Chapter 11 plan and disclosure statement as it pertains to the Connecticut litigation	004039	.40 hrs.
05/27/25	B190	Analyzed Court related issues of declaration.	002632	.80 hrs.
05/27/25	B190	Strategized re status of motion to remove and remand and impact of same on litigation.	003416	.60 hrs.
05/27/25	B190	Worked on strategy for pending litigation.	004151	.20 hrs.
05/27/25	B190	Corresponded with Sidley re pending litigation.	004151	.20 hrs.
05/27/25	B190	Responded to F. Saidara question re status of motions in District of Connecticut.	004039	.40 hrs.
05/27/25	B190	Prepared written analysis re Chapter 11 plan and disclosure statement as it pertains to the Connecticut litigation.	004039	.30 hrs.
05/28/25	B190	Developed litigation strategy.	004151	.20 hrs.



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29HJ-405232 PMH BK - Connecticut Hospitals Litigation
Robert S. Friedman

July 23, 2025
Invoice 340104504
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FEE DETAIL

<u>Date</u>	<u>Phase</u>	<u>Description of Services</u>	<u>Tkpr</u>	<u>Hours</u>
05/30/25	B190	Reviewed and revised summary of Connecticut assets related to litigation.	003416	.40 hrs.
05/31/25	B190	Reviewed and revised draft analysis of Connecticut assets.	003416	.30 hrs.

SUMMARY OF TIMEKEEPER FEES

<u>Tkpr</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Average Rate/Hr</u>	<u>Dollars</u>
002632	Robert S. Friedman	1.30	\$ 1,125.00	\$ 1,462.50
004151	Nioura F. Ghazni	.80	\$ 910.00	\$ 728.00
000548	Alan H. Martin	1.30	\$ 985.00	\$ 1,280.50
003416	Danielle Vrabie	1.30	\$ 965.00	\$ 1,254.50
004039	Joshua Schlenger	1.30	\$ 860.00	\$ 1,118.00

Total Fees for Professional Services

\$ 5,843.50

SUMMARY OF DISBURSEMENTS

B190 - Other Contested Matters (excluding assumption/rejection motions)

05/29/25	Electronic discovery data hosting fee (3053.99 GB)	61,079.82
05/29/25	Electronic discovery data hosting fee (29.48 GB)	589.59
05/14/25	Federal Express on 05/14/25	33.40
05/14/25	Federal Express on 05/14/25	33.40
05/14/25	Federal Express on 05/14/25	38.31
04/30/25	PACER (Public Access to Court Electronic Records). Customer Number: SMRHFirmUser2. Statement Date: 4/30/2025	77.70

Total Disbursements

\$ 61,852.22



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Prospect Medical Holdings
< **This is an e-Billing matter.** >

SMRH Tax ID 95-1463164
July 23, 2025
Invoice 250190058

Our Matter No. 29HJ-405247
PMH BK - Connecticut Hospitals Sale
Billing Atty: Eric A. Klein

INVOICE SUMMARY

FOR PROFESSIONAL SERVICES THROUGH MAY 31, 2025

Current Fees	\$ 484,994.00
Total Current Activity	<u>\$ 484,994.00</u>
Total Due for This Invoice	<u><u>\$ 484,994.00</u></u>



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29HJ-405247 PMH BK - Connecticut Hospitals Sale
Eric A. Klein

July 23, 2025
Invoice 250190058
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FOR PROFESSIONAL SERVICES THROUGH 05/31/25

FEE DETAIL

<u>Date</u>	<u>Phase</u>	<u>Description of Services</u>	<u>Tkpr</u>	<u>Hours</u>
B130 - Asset Disposition				
05/01/25	B130	Participated on transaction status call with Houlihan and Sidley.	004607	2.00 hrs.
05/01/25	B130	Coordinated production of transaction documents.	004640	.20 hrs.
05/01/25	B130	Teleconferenced with Sidley and Houlihan re transaction strategy.	004151	.50 hrs.
05/01/25	B130	Developed strategy re transaction structure.	004151	.80 hrs.
05/02/25	B130	Attended to transaction strategy.	004151	.70 hrs.
05/02/25	B130	Reviewed issues re Medical Properties Trust (MPT) Connecticut real property and lease or conveyance structure re the same.	004254	.20 hrs.
05/05/25	B130	Prepared draft clean team agreement.	004640	1.40 hrs.
05/06/25	B130	Reviewed due diligence re implementation of transaction agreement.	004607	.60 hrs.
05/06/25	B130	Developed transaction strategy.	004640	.30 hrs.
05/06/25	B130	Coordinated due diligence review.	004640	.30 hrs.
05/06/25	B130	Reviewed precedent ancillary transaction documents.	004640	.70 hrs.
05/06/25	B130	Developed strategy re transaction structure.	004151	.70 hrs.
05/06/25	B130	Corresponded with Houlihan re transaction structure and bids.	004151	.40 hrs.
05/06/25	B130	Attended to drafting of interim management services agreement (MSA) and transition services agreement (TSA).	004151	.20 hrs.



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05/06/25	B130	Corresponded with Houlihan re data room and document uploading process for preparation of disclosure schedules.	004318	.20 hrs.
05/06/25	B130	Strategized re outstanding definitive considerations in preparation for auction and bidding process, including ensuring sufficient uploads received in data room for preparation of disclosure schedules.	004318	.30 hrs.
05/06/25	B130	Teleconferenced with Sidley and Houlihan re auction process, deadlines and transaction expectations.	004318	.20 hrs.
05/06/25	B130	Strategized re data room review and preparation of disclosure schedules for bid staging.	004318	.20 hrs.
05/06/25	B130	Analyzed current documents uploaded in the data room to confirm insurance policy summaries.	004478	.80 hrs.
05/06/25	B130	Drafted disclosure schedule shell.	004478	1.70 hrs.
05/07/25	B130	Participated on due diligence call with Houlihan.	004607	.30 hrs.
05/07/25	B130	Corresponded re bid status and next steps with bankers.	004640	.50 hrs.
05/07/25	B130	Analyzed transaction documents and strategy.	004640	.70 hrs.
05/07/25	B130	Attended meeting with Houlihan re transaction structure.	004151	.20 hrs.
05/07/25	B130	Analyzed strategy re real estate transfer.	004151	.30 hrs.
05/07/25	B130	Teleconferenced with Houlihan re review process for clean team reviews in advance of auction.	004318	.30 hrs.
05/07/25	B130	Reviewed and analyzed the data room re current scope of third-party vendor contract due diligence review.	004318	.70 hrs.



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05/07/25	B130	Analyzed tax issues re membership interest transfer to convey real property proposed by MPT.	004254	.30 hrs.
05/07/25	B130	Reviewed documents in the data room.	004133	1.30 hrs.
05/07/25	B130	Teleconferenced with Houlihan re data room and clean team review.	004133	.50 hrs.
05/07/25	B130	Prepared for and teleconferenced with Houlihan re strategies for streamlining data room upload and the review process.	004478	1.00 hrs.
05/07/25	B130	Prepared revisions to disclosure schedule shell.	004478	.80 hrs.
05/08/25	B130	Analyzed deal structure and draft MSA and leaseback, proposed officer and leadership changes and pre-existing licensing information re scope of change of ownership (CHOW) and regulatory filings for transaction and work plan.	004702	2.00 hrs.
05/08/25	B130	Developed strategy re analyses of licenses and regulatory timelines.	004702	.40 hrs.
05/08/25	B130	Analyzed MSA and leaseback arrangement.	004702	.30 hrs.
05/08/25	B130	Analyzed transaction structure re regulatory filings for CHOW requirements for each healthcare facility involved.	004616	2.00 hrs.
05/08/25	B130	Prepared CHOW analysis survey re federal and state regulatory requirements.	004616	3.80 hrs.
05/08/25	B130	Revised CHOW analysis survey to include specific permit categories, permit names and issuing authorities held by the healthcare facilities re regulatory filing requirements.	004616	4.20 hrs.
05/08/25	B130	Analyzed issues re hospital licenses and enrollments.	004657	1.30 hrs.



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05/08/25	B130	Reviewed regulatory matters and transaction process timeline.	004607	.50 hrs.
05/08/25	B130	Analyzed regulatory strategy and timeline.	004640	.70 hrs.
05/08/25	B130	Coordinated review of due diligence materials.	004640	.30 hrs.
05/08/25	B130	Drafted ancillary transaction documents.	004640	3.50 hrs.
05/08/25	B130	Developed strategy re regulatory approvals.	004151	.30 hrs.
05/08/25	B130	Analyzed strategy re real estate transfer.	004151	.20 hrs.
05/08/25	B130	Developed strategy re transaction structure.	004151	.40 hrs.
05/08/25	B130	Attended to due diligence strategy.	004151	.60 hrs.
05/08/25	B130	Corresponded with BDO re tax matters.	004151	.20 hrs.
05/08/25	B130	Strategized re clean team reviews and related regulatory considerations.	004318	.60 hrs.
05/08/25	B130	Coordinated clean team review of documents in the data room.	004133	2.20 hrs.
05/09/25	B130	Developed strategy re operations and MSA.	004657	2.40 hrs.
05/09/25	B130	Reviewed and analyzed Connecticut statutes, rules and board of pharmacy (BOP) guidance on CHOW filing requirements for pharmacy and controlled substances permits.	004616	2.00 hrs.
05/09/25	B130	Reviewed and analyzed federal statutes, rules and Drug Enforcement Administration (DEA) guidance re CHOW, management and leasing requirements controlled substances permit.	004616	1.00 hrs.
05/09/25	B130	Drafted ancillary transaction documents.	004640	3.00 hrs.



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05/09/25	B130	Reviewed Prospect Connecticut licenses for contemplated asset sale and streamlined notes re same.	004702	.50 hrs.
05/09/25	B130	Analyzed Prospect licensing lists and documents to identify additional licenses subject to CHOW review and determination of prioritization for further review.	004702	1.50 hrs.
05/09/25	B130	Developed strategy re regulatory approvals.	004151	.20 hrs.
05/09/25	B130	Attended to strategy re transaction structure.	004151	.50 hrs.
05/10/25	B130	Analyzed Connecticut statutes, regulations and agency guidance for requirements re hospital license, certificate of need (CON) and Connecticut Medicaid.	004657	5.10 hrs.
05/10/25	B130	Reviewed and analyzed licensing and accreditation requirements for Connecticut hospital pharmacy and controlled substances permits, including filings for ownership, management and leasing changes.	004616	2.00 hrs.
05/11/25	B130	Analyzed Connecticut statutes, regulations and agency guidance for requirements re updates for Connecticut x-ray license and blood collection facility license, The Joint Commission (TJC) accreditation, American Academy of Sleep Medicine (AASM) accreditation and American College of Radiology (ACR) accreditation.	004657	6.40 hrs.
05/11/25	B130	Reviewed and analyzed licensing and accreditation requirements for hospital laboratories, including filings for ownership, management and leasing changes.	004616	3.00 hrs.
05/11/25	B130	Reviewed and analyzed licensing and accreditation requirements for cancer treatment and cardiology services certifications, including filings for ownership, management and leasing changes.	004616	3.00 hrs.



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05/11/25	B130	Reviewed and analyzed licensing and accreditation requirements for boilers and hospital elevators certifications, including filings for ownership, management and leasing changes.	004616	2.00 hrs.
05/11/25	B130	Analyzed CHOW findings for Prospect licenses to provide feedback and finalize findings.	004702	1.20 hrs.
05/12/25	B130	Reviewed and analyzed Federal Communications Commission (FCC) licensing requirements for hospital radio signal and station permits, including filings for ownership, management and leasing changes.	004616	2.50 hrs.
05/12/25	B130	Reviewed and analyzed licensing requirements for Medicare and clinical laboratory improvement amendment (CLIA) certifications, including filings for ownership, management and leasing changes.	004616	4.00 hrs.
05/12/25	B130	Updated CHOW analysis with specific license applications and procedural requirements for all permits and accreditations held by Manchester, Rockville and Waterbury hospitals.	004616	1.50 hrs.
05/12/25	B130	Analyzed federal and state statutes and regulations applicable to CHOW requirements for FDA blood bank establishment registrations, U.S. Nuclear Regulatory Commission (NRC) materials license and Connecticut waste water permit, hazardous waste transporter permits and regulated medical waste treatment and destruction facility permits.	004657	4.20 hrs.
05/12/25	B130	Reviewed and revised master CHOW licensing tracking chart to finalize findings and identify next steps.	004702	2.90 hrs.
05/12/25	B130	Drafted list of follow-up action items for CHOW analyses.	004702	.50 hrs.



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05/12/25	B130	Developed strategy re due diligence and transaction structure.	004151	1.00 hrs.
05/12/25	B130	Reviewed issues re Connecticut real property conveyance and structure re the same.	004254	.30 hrs.
05/12/25	B130	Attended to clean team review of documents in data room for competitively sensitive information.	004133	1.10 hrs.
05/12/25	B130	Analyzed documents uploaded to the data room for competitively sensitive information.	004478	.90 hrs.
05/13/25	B130	Reviewed draft regulatory analysis.	004640	.50 hrs.
05/13/25	B130	Coordinated prioritization of due diligence review.	004640	.30 hrs.
05/13/25	B130	Coordinated CHOW findings from licensing analyses.	004702	.20 hrs.
05/13/25	B130	Drafted updates to CHOW requirements chart re additional licenses, entities and specific license information.	004657	3.40 hrs.
05/13/25	B130	Analyzed Connecticut statutes, regulations and agency guidance re air permits, additional county food permit and computed tomography (CT) scanner registrations.	004657	3.50 hrs.
05/13/25	B130	Reviewed filing and procedural requirements for ACR accreditation, Connecticut public charity certificate, TJC, and CLIA certificates for Connecticut hospitals.	004616	4.00 hrs.
05/13/25	B130	Revised the regulatory license chart to include additional licensing categories with updated information on the status of each license.	004616	2.00 hrs.
05/13/25	B130	Attended to transaction strategy.	004151	.50 hrs.



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05/13/25	B130	Reviewed and analyzed seller hospitals re whether liens and litigation searches have been performed.	004318	1.50 hrs.
05/13/25	B130	Analyzed data room to identify competitively sensitive vendor agreements for clean room purposes.	004318	.70 hrs.
05/13/25	B130	Strategized re third party vendor contract review support and timeline.	004318	.20 hrs.
05/13/25	B130	Strategized re prioritization of clean team reviews and projected signing date.	004318	.70 hrs.
05/13/25	B130	Reviewed Connecticut real property tax statements.	004254	.20 hrs.
05/13/25	B130	Coordinated clean team review of documents in the data room.	004133	2.50 hrs.
05/13/25	B130	Drafted fifteenth notice of termination date extension to the Picasso asset purchase agreement (APA).	004478	.60 hrs.
05/13/25	B130	Corresponded with Prospect (F. Saidara, V. Crockett) re notice execution and delivery.	004478	.70 hrs.
05/14/25	B130	Verified Connecticut Medicaid provider enrollment, TJC accreditation and other license information online.	004657	2.30 hrs.
05/14/25	B130	Drafted chronological timeline of pre- and post-Closing filings.	004657	2.50 hrs.
05/14/25	B130	Prepared comparison of current CHOW filings timeline to prior transaction timeline.	004657	.50 hrs.
05/14/25	B130	Analyzed state and Food and Drug Administration (FDA) rules and guidance re food service permit.	004657	1.50 hrs.
05/14/25	B130	Prepared material agreements clean room due diligence review chart.	004591	2.10 hrs.



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05/14/25	B130	Updated regulatory CHOW analysis chart based on review of missing licenses for Connecticut hospital per data room documents.	004616	.50 hrs.
05/14/25	B130	Participated on transaction status call with potential bidder's counsel.	004607	.40 hrs.
05/14/25	B130	Finalized and strategized re UCC lien and litigation searches.	004318	.50 hrs.
05/14/25	B130	Prepared responses for UCC lien and litigation searches, including identification of county and city specifications for each of the hospitals for UCC searches.	004318	1.70 hrs.
05/14/25	B130	Strategized re clean team review process.	004318	.20 hrs.
05/14/25	B130	Analyzed third party contracts to support clean team review.	004318	.60 hrs.
05/14/25	B130	Reviewed tax issues and structural matters re MPT real property conveyance.	004254	.30 hrs.
05/14/25	B130	Attended to population of data room with contracts from Connecticut sale data rooms in preparation for due diligence review.	004040	1.50 hrs.
05/14/25	B130	Attended to clean team review of documents in data room.	004133	1.60 hrs.
05/14/25	B130	Conducted due diligence review and charting of vendor agreements for confidential material and assignment into clean and general data rooms.	004315	2.20 hrs.
05/14/25	B130	Reviewed assigned Connecticut agreements for competitively sensitive information and determined whether clean or general access.	004146	4.60 hrs.
05/14/25	B130	Attended to review of documents released in data room for competitively sensitive information.	004337	4.00 hrs.



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05/14/25	B130	Analyzed documents in the data room for competitively sensitive information.	004478	3.00 hrs.
05/15/25	B130	Analyzed information and filings on Connecticut CON program website for approval letters and other filings re Prospect entities.	004657	1.60 hrs.
05/15/25	B130	Drafted and revised material agreements clean room review chart.	004591	1.30 hrs.
05/15/25	B130	Reviewed material agreements with vendors, providers and employees for sensitive information.	004591	5.60 hrs.
05/15/25	B130	Reviewed CHOW analysis re additional areas for follow-up.	004702	1.00 hrs.
05/15/25	B130	Developed strategy re due diligence.	004151	.40 hrs.
05/15/25	B130	Reviewed interim MSA.	004151	1.00 hrs.
05/15/25	B130	Attended to strategy re transaction structure.	004151	.80 hrs.
05/15/25	B130	Strategized re third-party vendor contracts review, clean team reviews, and preparation of disclosure schedules for signing.	004318	.60 hrs.
05/15/25	B130	Strategized re UCC lien search and clean team review support.	004318	.50 hrs.
05/15/25	B130	Coordinated review of documents in the data room for competitively sensitive information.	004133	.70 hrs.
05/15/25	B130	Conducted due diligence review and charting of vendor agreements for confidential material and assignment into clean and general data rooms.	004315	4.50 hrs.
05/15/25	B130	Reviewed assigned Connecticut agreements for competitively sensitive information and whether clean or general access.	004146	4.50 hrs.



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05/15/25	B130	Attended to review of documents released in data room for competitively sensitive information.	004337	6.00 hrs.
05/15/25	B130	Reviewed vendor contracts to identify competitively sensitive information.	004447	8.30 hrs.
05/15/25	B130	Analyzed documents in the data room for competitively sensitive information.	004478	4.30 hrs.
05/15/25	B130	Reviewed documents in data room and determined clean room status.	004471	2.30 hrs.
05/15/25	B130	Reviewed vendor agreements for confidential information re whether the agreements can be included in the general data room or in the clean room.	004472	1.20 hrs.
05/16/25	B130	Finalized drafting comparison of current CHOW filings timeline to prior transaction's timeline.	004657	1.00 hrs.
05/16/25	B130	Followed up on open transaction matters.	004640	.30 hrs.
05/16/25	B130	Considered anticipated real estate structure.	004640	.20 hrs.
05/16/25	B130	Revised regulatory license chart to ensure all hospital license categories are included and statuses are accurately reflected based on regulators' database information.	004616	3.60 hrs.
05/16/25	B130	Reviewed CHOW analysis to verify agreement with pre- vs. post Closing designations.	004702	.70 hrs.
05/16/25	B130	Reviewed and revised draft interim MSA.	004151	1.10 hrs.
05/16/25	B130	Developed strategy re drafting of ancillary agreements.	004151	.40 hrs.
05/16/25	B130	Attended to due diligence strategy.	004151	.30 hrs.



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05/16/25	B130	Strategized re timeline of bankruptcy proceedings, transaction priorities, status of clean team reviews, and logistical process for clean team review completion timeline.	004318	1.50 hrs.
05/16/25	B130	Participated on call with buyer's counsel re real estate diligence and transaction structure	004254	.50 hrs.
05/16/25	B130	Analyzed status of real estate due diligence and buyer requests.	004254	.20 hrs.
05/16/25	B130	Conducted due diligence analysis of data room documents for sensitivity and competitive information.	004268	5.90 hrs.
05/16/25	B130	Attended to clean team review of documents in the data room for competitively sensitive information.	004133	5.40 hrs.
05/16/25	B130	Reviewed assigned Connecticut agreements for competitively sensitive information and determined whether clean or general access.	004146	.70 hrs.
05/16/25	B130	Reviewed correspondence re document due diligence review and next steps.	004364	.40 hrs.
05/16/25	B130	Conducted due diligence review on data room documents for competitively sensitive information.	004364	1.20 hrs.
05/16/25	B130	Created data room account and summary chart for document review.	004364	.40 hrs.
05/16/25	B130	Attended to review of documents released in data room for competitively sensitive information.	004337	3.00 hrs.
05/16/25	B130	Analyzed data room uploads for competitively sensitive information.	004478	2.00 hrs.
05/17/25	B130	Conducted due diligence review on vendor agreements and employment agreements for competitively sensitive information.	004364	1.70 hrs.



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05/18/25	B130	Strategized re outstanding anti-trust considerations for finalization of clean team reviews.	004318	.40 hrs.
05/18/25	B130	Conducted due diligence review on commercial agreements in data room for competitively sensitive information.	004364	1.00 hrs.
05/19/25	B130	Reviewed and provided comments to Disclosure Schedule 3.5(a).	004702	1.00 hrs.
05/19/25	B130	Revised CHOW licensing chart to ensure inclusion of all license types held by the Connecticut hospitals.	004616	3.50 hrs.
05/19/25	B130	Attended to drafting disclosure schedules.	004657	5.60 hrs.
05/19/25	B130	Analyzed regulatory due diligence requests.	004151	.40 hrs.
05/19/25	B130	Developed transaction strategy.	004151	.20 hrs.
05/19/25	B130	Provided clean team advice.	002414	.40 hrs.
05/19/25	B130	Considered request from Houlihan re completion progress and redaction request.	004318	.20 hrs.
05/19/25	B130	Strategized re redaction of vendor contracts for purposes of general data room.	004318	.30 hrs.
05/19/25	B130	Analyzed summary response re determinations of competitively sensitive information.	004318	.20 hrs.
05/19/25	B130	Reviewed documents in the data room for competitively sensitive information.	004133	1.90 hrs.
05/19/25	B130	Prepared summary of documents containing competitively sensitive information for clean team.	004133	2.00 hrs.



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05/19/25	B130	Conducted due diligence analysis of vendor agreements for competitively sensitive information to determine specific uploads to clean and general data rooms.	004326	6.20 hrs.
05/19/25	B130	Attended to clean team review of material contracts.	004339	3.60 hrs.
05/19/25	B130	Conducted due diligence review on memorandums and affiliate agreements in data room.	004364	.80 hrs.
05/19/25	B130	Finalized summary and coordinated review procedures and documents requiring further review.	004364	.40 hrs.
05/20/25	B130	Revised disclosure schedules to include a comprehensive list of all permits, licenses, and accreditations per the terms of the APA.	004616	3.00 hrs.
05/20/25	B130	Continued drafting disclosure schedules.	004657	1.50 hrs.
05/20/25	B130	Addressed open questions re clean team contract designations.	004640	.30 hrs.
05/20/25	B130	Updated regulatory permits tracker to verify and document the type and status of all CLIA certificates held by Connecticut hospitals; reviewed regulators' databases re accreditation certificates' status and expiration, as well as local Connecticut permits.	004616	2.40 hrs.
05/20/25	B130	Developed transaction strategy.	004151	.30 hrs.
05/20/25	B130	Prepared disclosure schedules for Connecticut hospitals sale.	004318	1.40 hrs.
05/20/25	B130	Strategized on bankruptcy related third party vendor contracts review considerations.	004318	.20 hrs.
05/20/25	B130	Strategized re third-party vendor contract review process re alternative auction room upload process.	004318	.50 hrs.



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05/20/25	B130	Coordinated re due diligence review of contracts for potential assignment and assumption.	003473	.40 hrs.
05/20/25	B130	Attended call with bankruptcy team re implications of bankruptcy issues on contract review.	004040	.30 hrs.
05/20/25	B130	Coordinated re commencement of material contract due diligence review.	004040	.30 hrs.
05/20/25	B130	Analyzed vendor agreements for competitively sensitive information re specific uploads to clean and general data rooms.	004326	.50 hrs.
05/21/25	B130	Followed up on open transaction matters.	004640	.20 hrs.
05/21/25	B130	Participated on call with local Connecticut regulatory counsel.	004640	.50 hrs.
05/21/25	B130	Reviewed and updated disclosure schedules per APA, compiling a complete, itemized list of all permits, licenses, and accreditations, and verifying each entry with supporting documentation in the data room.	004616	3.60 hrs.
05/21/25	B130	Provided clean team advice.	002414	.50 hrs.
05/21/25	B130	Continued to finalize Connecticut disclosure schedules for auction preparation.	004318	5.00 hrs.
05/21/25	B130	Reviewed real estate diligence matters.	004254	.30 hrs.
05/21/25	B130	Continued analysis re real property conveyance structure.	004254	.40 hrs.
05/22/25	B130	Reviewed and analyzed licensing requirements for local environmental and health department permits, including filings for ownership, management, and leasing changes, for the Connecticut hospitals.	004616	3.50 hrs.
05/22/25	B130	Reviewed background materials for hospital sale.	004624	.30 hrs.



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05/22/25	B130	Followed up on outstanding transaction matters related to strategy and documentation.	004640	.80 hrs.
05/22/25	B130	Teleconferenced with Connecticut local regulatory counsel.	004151	.20 hrs.
05/22/25	B130	Developed regulatory strategy.	004151	.80 hrs.
05/22/25	B130	Attended to strategy re transaction structure.	004151	.50 hrs.
05/22/25	B130	Analyzed strategy re disclosure schedules.	004151	.40 hrs.
05/22/25	B130	Analyzed regulatory schedule provided by regulatory team to ensure completed review and alignment with disclosure representations in the APA.	004318	1.20 hrs.
05/22/25	B130	Teleconferenced re third-party vendor contract review process.	004318	.40 hrs.
05/22/25	B130	Corresponded re completed initial draft of disclosure schedules.	004318	.40 hrs.
05/22/25	B130	Finalized Connecticut hospitals disclosure schedules for review.	004318	4.00 hrs.
05/22/25	B130	Strategized large-scale contract due diligence review.	004133	.40 hrs.
05/23/25	B130	Reviewed and commented on updates to CHOW charts.	004702	.50 hrs.
05/23/25	B130	Reviewed and commented on updated Schedule 3.5(a).	004702	.70 hrs.
05/23/25	B130	Discussed clean team contract designation with Houlihan.	004640	.20 hrs.
05/23/25	B130	Reviewed summary of regulatory requirements.	004640	.50 hrs.



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05/23/25	B130	Followed up on outstanding transaction matters related to strategy and documentation.	004640	.60 hrs.
05/23/25	B130	Reviewed material agreements with vendors, providers and employees for potential consent and notice requirements.	004591	1.80 hrs.
05/23/25	B130	Analyzed Connecticut statutes and regulations related to changes of ownership for non-legend drug permits and alcohol-related licenses.	004657	3.30 hrs.
05/23/25	B130	Conducted due diligence review of physician employment agreements.	004657	1.20 hrs.
05/23/25	B130	Strategized re due diligence review of third party vendor contracts and charting of the same.	004318	.20 hrs.
05/23/25	B130	Considered issues re tax considerations and BDO analysis re the same.	004254	.40 hrs.
05/23/25	B130	Coordinated re contract review.	004020	.20 hrs.
05/23/25	B130	Coordinated re due diligence review of all Connecticut data room contracts and instructions re same.	004040	1.90 hrs.
05/23/25	B130	Analyzed sell-side due diligence responses of company agreements for material contract provisions, including CHOW provisions, consent requirements, and material issues.	004326	4.60 hrs.
05/23/25	B130	Conducted due diligence analysis of material customer contracts re assignment and CHOW provisions.	008605	5.30 hrs.
05/23/25	B130	Worked on due diligence document review.	004364	.40 hrs.
05/25/25	B130	Conducted due diligence analysis of physician employment agreements, services agreements, APA, and amendments.	004657	5.10 hrs.



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05/25/25	B130	Reviewed updates and open issues re MPT real property matters and corresponded (multiple) with D. Martin re the same.	004254	.30 hrs.
05/26/25	B130	Conducted due diligence review of material agreements with vendors, providers and employees for potential consent and notice requirements.	004591	2.20 hrs.
05/26/25	B130	Analyzed and charted contracts re key terms.	004078	1.90 hrs.
05/26/25	B130	Reviewed deal structure and initial documents in the data room to prepare for in-hospital document review.	008934	.70 hrs.
05/26/25	B130	Analyzed sell-side due diligence responses of company agreements for material contract provisions, including CHOW provisions, consent requirements, and material issues.	004326	2.30 hrs.
05/26/25	B130	Charted contract provisions relevant to bankruptcy proceeding.	004447	2.10 hrs.
05/26/25	B130	Commenced document review and conducted due diligence on resident agreements and sublease.	004364	.90 hrs.
05/27/25	B130	Reviewed employment agreement between Prospect ECHN, Inc. and Dr. S. Joseph.	004775	.20 hrs.
05/27/25	B130	Reviewed open transaction matters.	004640	.20 hrs.
05/27/25	B130	Followed up on outstanding transaction matters related to strategy and documentation.	004640	.20 hrs.
05/27/25	B130	Reviewed Connecticut emergency CON application and precedent filings.	004640	.60 hrs.
05/27/25	B130	Conducted due diligence analysis of physician employment agreements for assignment, notification, consent, and other requirements.	004657	3.80 hrs.



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05/27/25	B130	Conducted due diligence review of material agreements with vendors, providers and employees for potential consent and notice requirements.	004591	4.60 hrs.
05/27/25	B130	Reviewed and assessed CHOW and assignment provisions in contracts with vendors, affiliates, payors, and licensors, among others and noted any red flags re transferring the obligations.	004623	9.50 hrs.
05/27/25	B130	Strategized re outstanding third-party vendor contract review to determine status for completion.	004318	.40 hrs.
05/27/25	B130	Analyzed real estate transaction structure and status of buyer diligence.	004254	.40 hrs.
05/27/25	B130	Conducted due diligence review of material contracts.	004273	1.80 hrs.
05/27/25	B130	Prepared summary of material findings of due diligence review of material contracts.	004273	1.70 hrs.
05/27/25	B130	Conducted due diligence review and charting of contracts for key terms.	004078	1.80 hrs.
05/27/25	B130	Coordinated contract review in connection with populating disclosure schedules.	004133	.50 hrs.
05/27/25	B130	Reviewed and summarized key terms in real estate lease agreements such as assignment and CHOW restrictions.	008934	.60 hrs.
05/27/25	B130	Reviewed and charted vendor agreements for provisions relevant to the transaction, such as assignment, CHOW, and termination.	004315	3.80 hrs.
05/27/25	B130	Analyzed sell-side due diligence responses of company agreements for material contract provisions, including CHOW provisions, consent requirements, and material issues.	004326	7.80 hrs.



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05/27/25	B130	Analyzed material customer contracts re assignment and CHOW provisions.	008605	6.50 hrs.
05/27/25	B130	Coordinated re due diligence review of payor, service, intellectual property (IP), and lease agreements for red flags re party, effective date, assignment, CHOW, term, and termination provisions.	004100	.30 hrs.
05/27/25	B130	Charted contract provisions relevant to bankruptcy proceeding.	004447	5.30 hrs.
05/27/25	B130	Conducted due diligence review of documents.	004459	1.50 hrs.
05/27/25	B130	Analyzed contracts uploaded to the data room.	004478	1.30 hrs.
05/27/25	B130	Conducted due diligence review and charting of Connecticut contracts.	004471	1.10 hrs.
05/27/25	B130	Conducted due diligence on physician employment agreements and amendments.	004364	1.90 hrs.
05/28/25	B130	Completed assessment of physician employment agreement and amendments.	004775	.70 hrs.
05/28/25	B130	Completed assessment of employment agreements and provider agreements in connection with sale.	004775	2.80 hrs.
05/28/25	B130	Drafted analysis of key provisions of contracts relevant to the asset sale transaction.	004616	4.00 hrs.
05/28/25	B130	Reviewed and summarized IP related agreements re material provisions related to assignment of licenses, CHOW, termination, and other restrictive terms.	004704	2.70 hrs.
05/28/25	B130	Reviewed and summarized consulting and physician agreements re restrictive provisions related to assignment of the agreements, CHOW, termination, and other special terms.	004704	1.20 hrs.



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05/28/25	B130	Reviewed agreements related to personal property or equipment leases re material provisions related to assignment of the agreements, CHOW, term expiration, and terminability.	004704	1.20 hrs.
05/28/25	B130	Reviewed several amendments to agreements re material terms changed by certain amendments and summarizing restrictive provisions related to term, termination, assignment, and other special provisions.	004704	1.60 hrs.
05/28/25	B130	Followed up on outstanding transaction matters related to strategy and documentation.	004640	.20 hrs.
05/28/25	B130	Analyzed physician employment agreements and amendments and other contracts for assignment, notification, consent, and other requirements.	004657	4.10 hrs.
05/28/25	B130	Reviewed material agreements with vendors, providers and employees for potential consent and notice requirements.	004591	4.90 hrs.
05/28/25	B130	Reviewed CHOW and assignment provisions in contracts with vendors, affiliates, payors, and IP licenses, among others re red flags in connection with transferring the obligations.	004623	9.30 hrs.
05/28/25	B130	Attended to due diligence strategy.	004151	.30 hrs.
05/28/25	B130	Strategized re due diligence review of vendor agreements and status of completion.	004318	.70 hrs.
05/28/25	B130	Analyzed leaseback structure in connection with interim MSA and related issues.	004254	.30 hrs.
05/28/25	B130	Conducted due diligence review and charting of material contracts.	004020	4.40 hrs.



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05/28/25	B130	Prepared summary of material findings of due diligence review of material contracts.	004273	2.30 hrs.
05/28/25	B130	Conducted due diligence review of material contracts.	004273	2.60 hrs.
05/28/25	B130	Reviewed material contract provisions in connection with asset sale.	004040	2.50 hrs.
05/28/25	B130	Attended to contract review and preparation of summary re material terms.	003837	6.10 hrs.
05/28/25	B130	Reviewed vendor agreements for term, termination, assignment and CHOW provisions and other red flags.	003968	1.90 hrs.
05/28/25	B130	Conducted due diligence review and charting of contracts.	004078	2.90 hrs.
05/28/25	B130	Strategized contract review for disclosure schedules.	004133	.60 hrs.
05/28/25	B130	Conducted due diligence analysis of physician contracts to identify and summarize key provisions including CHOW and assignment restrictions and termination requirements.	008934	3.40 hrs.
05/28/25	B130	Conducted due diligence review and charting of vendor agreements for provisions relevant to the transaction, such as assignment, CHOW, and termination.	004315	3.30 hrs.
05/28/25	B130	Analyzed sell-side due diligence responses of company agreements for material contract provisions, including CHOW provisions, consent requirements, and material issues.	004326	9.10 hrs.
05/28/25	B130	Analyzed material customer contracts re assignment and CHOW provisions.	008605	7.20 hrs.



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05/28/25	B130	Conducted due diligence review and charting of service contracts.	004343	5.10 hrs.
05/28/25	B130	Worked on due diligence review of contracts.	002948	5.10 hrs.
05/28/25	B130	Conducted due diligence review and charting of Connecticut contracts.	004471	3.10 hrs.
05/28/25	B130	Conducted due diligence review of agreements.	004459	.90 hrs.
05/28/25	B130	Conducted due diligence and charting of key provisions on internal contracts and amendments, including physician employment agreements, medical director agreements, resident agreements of appointment, and specialty on-call coverage agreements.	004364	6.30 hrs.
05/28/25	B130	Analyzed contracts uploaded to the data room.	004478	3.30 hrs.
05/28/25	B130	Analyzed contracts and summarized due diligence re same.	003199	.70 hrs.
05/28/25	B130	Charted contract provisions relevant to bankruptcy proceeding.	004447	4.80 hrs.
05/29/25	B130	Completed revision of employment and other contracts in connection with sale of assets.	004775	3.80 hrs.
05/29/25	B130	Analyzed and summarized contracts re key provisions relevant to the asset sale transaction.	004616	4.00 hrs.
05/29/25	B130	Conducted due diligence review of additional agreements provided by Prospect Medical Holdings (PMH), as well as agreements incorporated by reference, flagging restrictive provisions related to assignment of the agreement, CHOW, termination rights, and other restrictive provisions.	004704	2.80 hrs.
05/29/25	B130	Discussed antitrust clean team strategy with V. Brusser (Sidley).	004640	.40 hrs.



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05/29/25	B130	Coordinated contract due diligence review in connection with disclosure schedule preparation.	004640	.50 hrs.
05/29/25	B130	Reviewed revised draft of clean team agreement.	004640	.20 hrs.
05/29/25	B130	Analyzed employment agreements and services agreements for assignment, notification, consent, and other requirements.	004657	5.90 hrs.
05/29/25	B130	Reviewed material agreements with vendors, providers and employees re potential consent and notice requirements.	004591	5.60 hrs.
05/29/25	B130	Analyzed and summarized contract terms for seller documents as provided in data room.	004624	7.10 hrs.
05/29/25	B130	Reviewed CHOW and assignment provisions in contracts with vendors, affiliates, payors, and IP licenses, among others and noted any red flags re transferring the obligations.	004623	8.70 hrs.
05/29/25	B130	Prepared summary analysis of third party vendor contracts to populate disclosure schedules.	004318	1.80 hrs.
05/29/25	B130	Analyzed third-party vendor contracts to populate disclosure schedules.	004318	3.40 hrs.
05/29/25	B130	Considered issues re tax analysis in connection with real property conveyance and buyer due diligence issues.	004254	.40 hrs.
05/29/25	B130	Conducted due diligence review and charting of material contracts.	004020	3.20 hrs.
05/29/25	B130	Prepared summary of material findings of due diligence review of material contracts.	004273	2.10 hrs.
05/29/25	B130	Conducted due diligence review of material contracts.	004273	2.80 hrs.



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05/29/25	B130	Coordinated re due diligence review of additional contracts.	004040	.90 hrs.
05/29/25	B130	Reviewed contracts for material contract provisions in accordance with asset sale.	004040	1.60 hrs.
05/29/25	B130	Assisted with due diligence, including reviewing material contracts and summarizing key terms.	003820	8.10 hrs.
05/29/25	B130	Attended to contract review and preparation of summary re material terms.	003837	3.80 hrs.
05/29/25	B130	Reviewed vendor agreements for term, termination, assignment, CHOW and other red flags.	003968	2.10 hrs.
05/29/25	B130	Conducted due diligence review and charting of contracts for key terms.	004078	9.30 hrs.
05/29/25	B130	Reviewed contracts in the data room for assignment provisions.	004133	2.70 hrs.
05/29/25	B130	Provided summary of contract assignment provisions in the data room for purposes of drafting disclosure schedules.	004133	2.00 hrs.
05/29/25	B130	Analyzed physician contracts re termination rights and assignment restrictions.	008934	2.80 hrs.
05/29/25	B130	Reviewed and charted vendor agreements for provisions relevant to the transaction, such as assignment, CHOW, and termination.	004315	6.80 hrs.
05/29/25	B130	Analyzed sell-side due diligence responses of company agreements for material contract provisions, including CHOW provisions, consent requirements, and material issues.	004326	10.20 hrs.
05/29/25	B130	Conducted due diligence review and charting of contracts in the data room.	004129	7.50 hrs.



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05/29/25	B130	Analyzed material customer contracts re assignment and CHOW provisions.	008605	6.00 hrs.
05/29/25	B130	Analyzed company agreements for CHOW and term provisions.	004343	8.30 hrs.
05/29/25	B130	Conducted due diligence review of payor, service, IP and lease agreements re party, effective date, assignment, CHOW, term, and termination provisions and red flags.	004100	1.70 hrs.
05/29/25	B130	Worked on due diligence review of contracts.	002948	5.10 hrs.
05/29/25	B130	Conducted due diligence review and charting of Connecticut contracts.	004471	7.60 hrs.
05/29/25	B130	Conducted due diligence review of agreements.	004459	6.20 hrs.
05/29/25	B130	Coordinated re due diligence review of documents.	004364	.20 hrs.
05/29/25	B130	Conducted due diligence review and charting of internal contracts and amendments, including physician employment agreements, educational affiliation agreements, subleases, and use and occupancy agreements re key provisions.	004364	4.40 hrs.
05/29/25	B130	Analyzed material contracts in data room.	004478	2.00 hrs.
05/29/25	B130	Conducted due diligence review of physician employment and residency service agreements re term, termination, and any assignment or CHOW provisions.	004472	3.80 hrs.
05/29/25	B130	Analyzed Prospect Medical Group (PMG) contracts.	003199	1.40 hrs.
05/29/25	B130	Conducted in-line review and revisions to due diligence summary chart.	004364	.80 hrs.



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05/29/25	B130	Chartered contract provisions relevant to bankruptcy proceeding.	004447	5.70 hrs.
05/30/25	B130	Continued analyzing employment agreements and other services agreements for assignment, consent, notice, and other requirements.	004657	3.00 hrs.
05/30/25	B130	Coordinated due diligence review of vendor contracts.	004640	.40 hrs.
05/30/25	B130	Reviewed draft disclosure schedules.	004640	.60 hrs.
05/30/25	B130	Reviewed material agreements with vendors, providers and employees for potential consent and notice requirements	004591	3.10 hrs.
05/30/25	B130	Analyzed third-party vendor contracts to populate disclosure schedules.	004318	5.40 hrs.
05/30/25	B130	Prepared summary analysis of third party vendor contracts to populate disclosure schedules.	004318	2.80 hrs.
05/30/25	B130	Reviewed material contract provisions in connection with asset transaction.	004040	.90 hrs.
05/30/25	B130	Continued to assist with due diligence, including reviewing material contracts and summarized key terms.	003820	4.10 hrs.
05/30/25	B130	Attended to contract review and summary of material terms.	003837	5.20 hrs.
05/30/25	B130	Reviewed additional contracts for key terms.	004078	2.40 hrs.
05/30/25	B130	Coordinated execution of clean team agreement.	004133	.50 hrs.
05/30/25	B130	Provided summary of contract assignment provisions in the data room.	004133	2.00 hrs.



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05/30/25	B130	Reviewed contracts in the data room for assignment provisions.	004133	2.00 hrs.
05/30/25	B130	Analyzed and charted CHOW and assignment restrictions, notice requirements, and termination provisions identified in hospital service and physician agreements.	008934	3.80 hrs.
05/30/25	B130	Reviewed and charted vendor agreements for provisions relevant to the transaction, such as assignment, CHOW, and termination.	004315	6.40 hrs.
05/30/25	B130	Analyzed sell-side due diligence responses of company agreements for material contract provisions, including CHOW provisions, consent requirements, and material issues.	004326	6.10 hrs.
05/30/25	B130	Conducted due diligence review and charting of contracts in the data room.	004129	7.00 hrs.
05/30/25	B130	Analyzed material customer contracts re assignment and CHOW provisions.	008605	3.60 hrs.
05/30/25	B130	Analyzed company agreements for CHOW and term provisions.	004343	8.40 hrs.
05/30/25	B130	Analyzed material agreements, including personal services agreements, lease agreements, and vendor agreements, to determine the type of agreement and the corresponding assignability and CHOW requirements for the seller to facilitate a potential asset sale.	004356	3.90 hrs.
05/30/25	B130	Reviewed payor, service, IP and lease agreements to identify red flags re party, effective date, assignment, CHOW, term, and termination provisions.	004100	6.20 hrs.
05/30/25	B130	Charted contract provisions relevant to bankruptcy proceeding.	004447	3.10 hrs.



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05/30/25	B130	Conducted due diligence review of agreements.	004459	5.20 hrs.
05/30/25	B130	Analyzed material contract provisions in data room.	004478	3.00 hrs.
05/30/25	B130	Analyzed PMG contracts.	003199	2.20 hrs.
05/30/25	B130	Conducted due diligence review and charting of Connecticut contracts.	004471	7.30 hrs.
05/31/25	B130	Analyzed third-party vendor contracts to populate disclosure schedules.	004318	1.20 hrs.
05/31/25	B130	Prepared summary analysis of third party vendor contracts to populate disclosure schedules.	004318	.60 hrs.
05/31/25	B130	Analyzed physician employment agreements to identify key assignment requirements and termination provisions.	008934	5.00 hrs.
05/31/25	B130	Reviewed payor, service, IP and lease agreements to identify red flags re party, effective date, assignment, CHOW, term, and termination provisions.	004100	.40 hrs.



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SUMMARY OF TIMEKEEPER FEES

<u>Tkpr</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Average Rate/Hr</u>	<u>Dollars</u>
004151	Nioura F. Ghazni	14.80	\$ 910.00	\$ 13,468.00
004640	Adam R. Marks	19.30	\$ 880.00	\$ 16,984.00
004254	Edward W. Musharbash	4.50	\$ 795.00	\$ 3,577.50
004702	Ashley Wheelock	13.40	\$ 855.00	\$ 11,457.00
004607	Kanasha S. Herbert	3.80	\$ 695.00	\$ 2,641.00
002414	Malika Levarlet	.90	\$ 745.00	\$ 670.50
004623	Maryam Tabatabai	27.50	\$ 730.00	\$ 20,075.00
004472	Kylie Arman	5.00	\$ 520.00	\$ 2,600.00
004318	Esperance K. Becton	41.90	\$ 750.00	\$ 31,425.00
004616	Madhav Y. Bhatt	65.10	\$ 750.00	\$ 48,825.00
004624	Amanda R. Bogle	7.40	\$ 780.00	\$ 5,772.00
004129	Alexandra Butera	14.50	\$ 560.00	\$ 8,120.00
004339	Grayson Campbell	3.60	\$ 560.00	\$ 2,016.00
004268	Anushna Das	5.90	\$ 605.00	\$ 3,569.50
004078	Jared Fisher	18.30	\$ 605.00	\$ 11,071.50
004133	Jami Fogelhut	29.90	\$ 605.00	\$ 18,089.50
004478	Maximillian Fuery	25.40	\$ 520.00	\$ 13,208.00
004471	Alyssa Garcia	21.40	\$ 520.00	\$ 11,128.00
004273	Patrick H. Hao	13.30	\$ 560.00	\$ 7,448.00
004315	John Herbstritt	27.00	\$ 560.00	\$ 15,120.00
004364	Theodore F. Kelly	20.80	\$ 520.00	\$ 10,816.00
004337	Taiye Kolawole	13.00	\$ 520.00	\$ 6,760.00
003968	Bryan M. Lanfranco	4.00	\$ 655.00	\$ 2,620.00
	Ferreyra			
004040	Ryan A. Lee	9.90	\$ 605.00	\$ 5,989.50
008605	Jonathan Leiter	28.60	\$ 560.00	\$ 16,016.00
004343	Chelsea Lim	21.80	\$ 560.00	\$ 12,208.00
004356	Megan Miller	3.90	\$ 560.00	\$ 2,184.00
003199	Arthur J. Moore	4.30	\$ 750.00	\$ 3,225.00
008934	Elizabeth Nevins	16.30	\$ 605.00	\$ 9,861.50
004020	Christina M. Nguyen	7.80	\$ 605.00	\$ 4,719.00
003473	Gianna E. Segretti	.40	\$ 750.00	\$ 300.00
004326	Gianfranco Spinelli	46.80	\$ 560.00	\$ 26,208.00
003820	Ariana R. Stobaugh	12.20	\$ 710.00	\$ 8,662.00
004100	Krysten Thomas	8.60	\$ 605.00	\$ 5,203.00
004657	Tracey G. Toll	69.20	\$ 750.00	\$ 51,900.00
003837	Brett Uslaner	15.10	\$ 655.00	\$ 9,890.50
004591	Jae Yang	31.20	\$ 710.00	\$ 22,152.00
004459	Aram Zadeh	13.80	\$ 520.00	\$ 7,176.00



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004447	Tina Watson	29.30	\$ 520.00	\$ 15,236.00
004704	Konner I. Bremer	9.50	\$ 410.00	\$ 3,895.00
004146	Erin Hausladen	9.80	\$ 445.00	\$ 4,361.00
004775	Andrew Welch	7.50	\$ 290.00	\$ 2,175.00
002948	Arek T. Malinowski	10.20	\$ 605.00	\$ 6,171.00

Total Fees for Professional Services

\$ 484,994.00



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Prospect Medical Holdings
< This is an e-Billing matter. >

SMRH Tax ID 95-1463164
July 23, 2025
Invoice 250190034

Our Matter No. 29HJ-405248
PMH BK - PA Transaction and Regulatory Matters
Billing Atty: Eric A. Klein

INVOICE SUMMARY

FOR PROFESSIONAL SERVICES THROUGH MAY 31, 2025

Current Fees \$ 13,141.00

Total Current Activity \$ 13,141.00

Total Due for This Invoice \$ 13,141.00



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Invoice 250190034
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FOR PROFESSIONAL SERVICES THROUGH 05/31/25

FEE DETAIL

<u>Date</u>	<u>Phase</u>	<u>Description of Services</u>	<u>Tkpr</u>	<u>Hours</u>
B130 - Asset Disposition				
05/01/25	B130	Revised bill of sale.	004719	.20 hrs.
05/01/25	B130	Attended call with Penn Medicine re bill of sale and residency transaction questions.	004719	.50 hrs.
05/02/25	B130	Participated on legal and financial update call with Debtors' advisors re sale of the assets.	004607	.20 hrs.
05/10/25	B130	Reviewed and revised transition services agreement (TSA) for medical residency program.	004719	.20 hrs.
05/13/25	B130	Corresponded with Alvarez & Marsal (A&M) re residency sale.	004719	.30 hrs.
05/13/25	B130	Analyzed clean team vendor agreements re competitively sensitive information.	004402	.50 hrs.
05/13/25	B130	Conducted due diligence analysis of documents for commercially sensitive information.	004459	2.20 hrs.
05/14/25	B130	Addressed open questions on transfer of residency program to University of Pennsylvania.	004719	.60 hrs.
05/14/25	B130	Analyzed clean team room agreements re competitively sensitive information.	004402	8.50 hrs.
05/14/25	B130	Conducted due diligence analysis of documents for commercially sensitive information.	004459	2.90 hrs.
05/15/25	B130	Reviewed correspondence re Prospect Crozier Woodland transaction, including inquiries on transfer details for Family Medicine Residency.	004247	.20 hrs.
05/15/25	B130	Coordinated release of the March financial statements to the data room.	004100	.60 hrs.



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July 23, 2025
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FEE DETAIL

<u>Date</u>	<u>Phase</u>	<u>Description of Services</u>	<u>Tkpr</u>	<u>Hours</u>
05/15/25	B130	Conducted due diligence analysis of documents for commercially sensitive information.	004459	.50 hrs.
05/16/25	B130	Reviewed agreements for commercially sensitive information.	004459	.80 hrs.
05/17/25	B130	Analyzed comments from potential bidder to asset purchase agreement (APA) and regulatory exhibits.	004661	1.20 hrs.
05/17/25	B130	Strategized re revisions to regulatory approvals exhibit.	004419	.50 hrs.
05/17/25	B130	Revised permits exhibit to APA.	004133	1.10 hrs.
05/20/25	B130	Reviewed correspondence from landlord's counsel and open issues re extinguishment agreement.	004254	.30 hrs.
05/28/25	B130	Updated transaction documents for sale of residency assets to Penn Medicine.	004719	1.00 hrs.
05/29/25	B130	Finalized updated drafts of Penn Medicine residency documents.	004719	.20 hrs.

SUMMARY OF TIMEKEEPER FEES

<u>Tkpr</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Average Rate/Hr</u>	<u>Dollars</u>
004661	Margia Corner	1.20	\$ 975.00	\$ 1,170.00
004254	Edward W. Musharbash	.30	\$ 795.00	\$ 238.50
004247	Timothy J. Reimers	.20	\$ 1,010.00	\$ 202.00
004719	Todd D. Rosenberg	3.00	\$ 985.00	\$ 2,955.00
004607	Kanasha S. Herbert	.20	\$ 695.00	\$ 139.00
004133	Jami Fogelhut	1.10	\$ 605.00	\$ 665.50
004419	Alexandria M. Foster	.50	\$ 780.00	\$ 390.00
004100	Krysten Thomas	.60	\$ 605.00	\$ 363.00
004459	Aram Zadeh	6.40	\$ 520.00	\$ 3,328.00
004402	Susan C. Gov	9.00	\$ 410.00	\$ 3,690.00



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Total Fees for Professional Services

\$ 13,141.00



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Prospect Medical Holdings
< **This is an e-Billing matter.** >

SMRH Tax ID 95-1463164
July 23, 2025
Invoice 250190008

Our Matter No. 29HJ-405250
PMH BK - Rhode Island Hospitals Sale
Billing Atty: Eric A. Klein

INVOICE SUMMARY

FOR PROFESSIONAL SERVICES THROUGH MAY 31, 2025

Current Fees \$ 28,961.00

Total Current Activity \$ 28,961.00

Total Due for This Invoice \$ 28,961.00



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FOR PROFESSIONAL SERVICES THROUGH 05/31/25

FEE DETAIL

<u>Date</u>	<u>Phase</u>	<u>Description of Services</u>	<u>Tkpr</u>	<u>Hours</u>
B130 - Asset Disposition				
05/01/25	B130	Corresponded with Prospect and buyer's counsel re ancillary documents.	004020	.50 hrs.
05/01/25	B130	Corresponded with Prospect re disclosure schedules.	004020	.20 hrs.
05/02/25	B130	Reviewed correspondence and issues re Health Resources and Services Administration (HRSA) lien and provided analysis of the same.	004254	.30 hrs.
05/02/25	B130	Corresponded with Hall Render, CharterCare, Centurion, Houlihan and Alvarez & Marsal (A&M) re status of Closing checklist items.	004020	.20 hrs.
05/02/25	B130	Corresponded (multiple) with Prospect, A&M, Sidley and Hall Render re ancillary documents and disclosure schedules.	004020	.70 hrs.
05/02/25	B130	Conferred with Hall Render re the Closing checklist.	004100	.20 hrs.
05/05/25	B130	Corresponded with Sidley re transition services agreements (TSA) provisions.	004020	.30 hrs.
05/07/25	B130	Analyzed Closing deliverables and treatment of cash.	004240	.30 hrs.
05/07/25	B130	Developed strategy re Hall Render's proposed revisions to TSA and operations transfer agreement (OTA).	004240	.20 hrs.
05/07/25	B130	Reviewed staff TSA and related correspondence to Sidley.	004020	.20 hrs.
05/07/25	B130	Corresponded (multiple) to Hall Render, Sidley and A&M re TSA.	004020	.30 hrs.
05/07/25	B130	Prepared updates to disclosure schedules.	004020	.30 hrs.



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FEE DETAIL

<u>Date</u>	<u>Phase</u>	<u>Description of Services</u>	<u>Tkpr</u>	<u>Hours</u>
05/07/25	B130	Reviewed Hall Render's comments to TSA and related comments to A&M.	004020	.30 hrs.
05/07/25	B130	Corresponded re ancillary documents.	004020	.20 hrs.
05/07/25	B130	Strategized next steps re TSAs.	004020	.20 hrs.
05/07/25	B130	Reviewed asset purchase agreement (APA) re transferred assets and excluded assets.	004020	.30 hrs.
05/08/25	B130	Prepared for all-hands call re TSA and OTA.	004240	.40 hrs.
05/08/25	B130	Participated on all-hands call re TSA and OTA.	004240	.50 hrs.
05/08/25	B130	Reviewed and revised business associate agreement (BAA).	004204	.90 hrs.
05/08/25	B130	Drafted memorandum for noteworthy terms and recommendations.	004204	.50 hrs.
05/08/25	B130	Communicated re TSAs and with Hall Render re ancillary documents.	004020	.90 hrs.
05/08/25	B130	Reviewed data room for agreements referenced in TSAs, schedules and related correspondence to Sidley, A&M and Hall Render re such agreements.	004020	.40 hrs.
05/08/25	B130	Developed strategy re TSAs.	004020	.20 hrs.
05/08/25	B130	Corresponded with Hall Render, bankruptcy counsels, Centurion and A&M re TSAs.	004020	.40 hrs.
05/09/25	B130	Teleconferenced with financial and legal advisor teams re the submission of asset purchase bids.	004607	.50 hrs.
05/09/25	B130	Corresponded with Hall Render re ancillary documents.	004020	.30 hrs.



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FEE DETAIL

<u>Date</u>	<u>Phase</u>	<u>Description of Services</u>	<u>Tkpr</u>	<u>Hours</u>
05/09/25	B130	Corresponded to Prospect re Rhode Island contracts for cure analysis (0.2); reviewed HospitalCo security agreements for patents and trademarks owned by Rhode Island entities and subject to Rhode Island sale (0.3).	004020	.50 hrs.
05/09/25	B130	Corresponded with Hall Render, Sidley and A&M re TSAs.	004020	.30 hrs.
05/09/25	B130	Revised Closing checklist.	004020	.20 hrs.
05/09/25	B130	Corresponded with Hall Render, CharterCare, Centurion and Houlihan re status of Closing checklist items.	004020	.20 hrs.
05/12/25	B130	Analyzed proposed revisions from Hall Render to TSA and OTA and provided revisions to same.	004240	1.20 hrs.
05/12/25	B130	Updated Closing checklist.	004020	.30 hrs.
05/12/25	B130	Corresponded with Prospect re staff transition services.	004020	.70 hrs.
05/12/25	B130	Revised TSAs.	004020	.20 hrs.
05/12/25	B130	Strategized next steps re TSAs.	004020	.20 hrs.
05/13/25	B130	Prepared for transaction Closing.	004240	.70 hrs.
05/13/25	B130	Reviewed real estate Closing document open issues and related correspondence.	004254	.30 hrs.
05/13/25	B130	Corresponded with A&M, Prospect and Hall Render re ancillary documents.	004020	.30 hrs.
05/15/25	B130	Reviewed outstanding issues re permitted encumbrance in connection with real property conveyance.	004254	.20 hrs.



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FEE DETAIL

<u>Date</u>	<u>Phase</u>	<u>Description of Services</u>	<u>Tkpr</u>	<u>Hours</u>
05/15/25	B130	Corresponded (multiple) with Prospect re ancillary documents.	004020	.20 hrs.
05/15/25	B130	Updated transaction checklist.	004020	.20 hrs.
05/16/25	B130	Revised disclosure schedules.	004020	.30 hrs.
05/16/25	B130	Updated Closing checklist.	004020	.20 hrs.
05/16/25	B130	Corresponded with Hall Render re ancillary documents and Closing preparation.	004020	.40 hrs.
05/16/25	B130	Corresponded with Prospect re ancillary documents.	004020	.30 hrs.
05/16/25	B130	Attended Closing checklist call with Hall Render, Prospect, Centurion and Houlihan.	004020	.40 hrs.
05/16/25	B130	Corresponded with A&M and Hall Render re TSA and OTA schedules.	004020	.30 hrs.
05/16/25	B130	Conferred with Hall Render re Closing checklist.	004100	.40 hrs.
05/16/25	B130	Addressed status re outstanding items on Closing checklist.	004100	.30 hrs.
05/17/25	B130	Corresponded with Hall Render and Prospect re Closing items.	004020	.30 hrs.
05/19/25	B130	Participated on all-hands teleconference re TSA and OTA schedules.	004240	.40 hrs.
05/19/25	B130	Formulated strategy for addressing good standing certificates and Closing deliverables.	004240	.40 hrs.
05/19/25	B130	Attended to Closing strategy.	004151	.20 hrs.
05/19/25	B130	Updated Closing checklist.	004020	.80 hrs.
05/19/25	B130	Corresponded re ancillary documents.	004020	.40 hrs.



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FEE DETAIL

<u>Date</u>	<u>Phase</u>	<u>Description of Services</u>	<u>Tkpr</u>	<u>Hours</u>
05/19/25	B130	Corresponded with Sidley re lien terminations.	004020	.40 hrs.
05/19/25	B130	Revised officer's certificate.	004020	.30 hrs.
05/19/25	B130	Corresponded with Prospect and Hall Render re open Closing items.	004020	1.00 hrs.
05/19/25	B130	Corresponded with Hall Render and A&M re comments to TSAs schedules.	004020	.40 hrs.
05/19/25	B130	Strategized re the Rhode Island certificates of existence and good standing required for Closing.	004100	.70 hrs.
05/19/25	B130	Conferred with Hall Render and A&M re the TSA and OTA schedules.	004100	.40 hrs.
05/19/25	B130	Prepared the seller's signature pages.	004100	.80 hrs.
05/20/25	B130	Prepared revisions to seller's officer's certificate as per feedback from K. Laster (Hall Render).	004240	.30 hrs.
05/20/25	B130	Reviewed buyers' authorizing resolutions.	004020	.30 hrs.
05/20/25	B130	Corresponded to Prospect and Hall Render re staff TSA.	004020	.20 hrs.
05/20/25	B130	Updated Closing checklist.	004020	.20 hrs.
05/20/25	B130	Reviewed comments to and revised seller's officer's certificate.	004020	.30 hrs.
05/20/25	B130	Attended all-hands call to discuss Closing checklist.	004020	.20 hrs.
05/20/25	B130	Teleconferenced with A&M and Prospect to discuss comments to TSAs schedules.	004020	1.20 hrs.
05/20/25	B130	Conferred with Hall Render re the Closing checklist.	004100	.30 hrs.
05/21/25	B130	Addressed bank account assignment procedure.	004240	.60 hrs.



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FEE DETAIL

<u>Date</u>	<u>Phase</u>	<u>Description of Services</u>	<u>Tkpr</u>	<u>Hours</u>
05/21/25	B130	Analyzed and prepared feedback re Centurion's proposed authorizing resolutions approving the transaction.	004240	.60 hrs.
05/21/25	B130	Reviewed drafts of grant deeds and permitted exceptions.	004254	.20 hrs.
05/21/25	B130	Coordinated re signature packets.	004020	.20 hrs.
05/21/25	B130	Corresponded to Hall Render re ancillary documents.	004020	.50 hrs.
05/21/25	B130	Corresponded re TSA schedules.	004020	.20 hrs.
05/21/25	B130	Analyzed and corresponded to Hall Render re buyers' authorizing resolutions.	004020	.30 hrs.
05/21/25	B130	Prepared the seller's signature pages.	004100	1.10 hrs.
05/22/25	B130	Teleconferenced with J. Sutter re schedules to TSA and OTA.	004240	.50 hrs.
05/22/25	B130	Analyzed feedback from Hall Render re schedules to TSA and OTA.	004240	1.50 hrs.
05/22/25	B130	Prepared correspondence re treatment of NUMG bank account.	004240	.30 hrs.
05/22/25	B130	Corresponded with PMH (T. Murphy) re purchased assets.	004151	.20 hrs.
05/22/25	B130	Corresponded to Prospect and Hall Render re consent letter.	004020	.30 hrs.
05/22/25	B130	Analyzed and corresponded to Prospect re NUMG bank account.	004020	.30 hrs.
05/22/25	B130	Updated transaction checklist.	004020	.30 hrs.
05/22/25	B130	Coordinated re signature page packets.	004020	.90 hrs.



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FEE DETAIL

<u>Date</u>	<u>Phase</u>	<u>Description of Services</u>	<u>Tkpr</u>	<u>Hours</u>
05/22/25	B130	Prepared the seller's signature pages.	004100	1.30 hrs.
05/23/25	B130	Teleconferenced with Prospect re cover letter to consent request letter.	004020	.20 hrs.
05/23/25	B130	Teleconferenced with Hall Render and Houlihan re Closing checklist.	004020	.30 hrs.
05/23/25	B130	Corresponded to Hall Render and Prospect re ancillary documents.	004020	.30 hrs.
05/23/25	B130	Conferred with Hall Render re the Closing checklist.	004100	.30 hrs.
05/27/25	B130	Prepared draft response to Hall Render re allocation methodology for TSA and OTA fees.	004240	.50 hrs.
05/27/25	B130	Corresponded to Prospect, Sidley, and Hall Render re ancillary documents.	004020	1.20 hrs.
05/27/25	B130	Revised transaction checklist.	004020	.20 hrs.
05/28/25	B130	Corresponded to MPT's counsel, Prospect and Sidley re ancillary items.	004020	.20 hrs.
05/30/25	B130	Prepared draft response to Hall Render re allocation methodology for TSA and OTA fees.	004240	.80 hrs.
05/30/25	B130	Attended meeting with parties re Closing checklist.	004020	.20 hrs.
05/30/25	B130	Conferred with Hall Render re the Closing checklist.	004100	.20 hrs.
05/30/25	B130	Addressed outstanding deal items.	004100	.20 hrs.



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SUMMARY OF TIMEKEEPER FEES

<u>Tkpr</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Average Rate/Hr</u>	<u>Dollars</u>
004151	Nioura F. Ghazni	.40	\$ 910.00	\$ 364.00
004240	Carly E. Hoinacki	9.20	\$ 965.00	\$ 8,878.00
004254	Edward W. Musharbash	1.00	\$ 795.00	\$ 795.00
004607	Kanasha S. Herbert	.50	\$ 695.00	\$ 347.50
004020	Christina M. Nguyen	22.70	\$ 605.00	\$ 13,733.50
004204	Michael D. Sutton	1.40	\$ 780.00	\$ 1,092.00
004100	Krysten Thomas	6.20	\$ 605.00	\$ 3,751.00

Total Fees for Professional Services

\$ 28,961.00



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Prospect Medical Holdings
< **This is an e-Billing matter.** >

SMRH Tax ID 95-1463164
July 23, 2025
Invoice 250190017

Our Matter No. 29HJ-405251
PMH BK - California Hospitals Sale
Billing Atty: Eric A. Klein

INVOICE SUMMARY

FOR PROFESSIONAL SERVICES THROUGH MAY 31, 2025

Current Fees	\$ 260,454.00	
Total Current Activity		\$ 260,454.00
Total Due for This Invoice		<u>\$ 260,454.00</u>



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FOR PROFESSIONAL SERVICES THROUGH 05/31/25

FEE DETAIL

<u>Date</u>	<u>Phase</u>	<u>Description of Services</u>	<u>Tkpr</u>	<u>Hours</u>
B130 - Asset Disposition				
05/01/25	B130	Coordinated production of transaction documents.	004640	.20 hrs.
05/01/25	B130	Corresponded re Medical Properties Trust (MPT) real property purchase agreement and reviewed finalized draft.	004247	.20 hrs.
05/01/25	B130	Developed strategy re transaction structure.	004151	.70 hrs.
05/01/25	B130	Reviewed issues re proposed MPT real property conveyance structure in connection with revisions to real property purchase agreement.	004254	.70 hrs.
05/02/25	B130	Attended to transaction strategy.	004151	.50 hrs.
05/02/25	B130	Continued analysis of issues re real property conveyance structure.	004254	.40 hrs.
05/05/25	B130	Teleconferenced re Prospect MPT real property purchase agreement for California properties and reviewed issues re revisions to propose purchase and sale agreement.	004247	.90 hrs.
05/05/25	B130	Reviewed MPT proposed membership assignment re real property and considered issues re the same.	004254	1.00 hrs.
05/06/25	B130	Participated on call with bidder's counsel.	004640	.50 hrs.
05/06/25	B130	Developed transaction strategy.	004640	.30 hrs.
05/06/25	B130	Reviewed precedent ancillary transaction documents.	004640	.70 hrs.
05/06/25	B130	Reviewed bidder non-disclosure agreement (NDA).	004640	.50 hrs.
05/06/25	B130	Participated on call with potential bidder of assets.	004607	.40 hrs.



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FEE DETAIL

<u>Date</u>	<u>Phase</u>	<u>Description of Services</u>	<u>Tkpr</u>	<u>Hours</u>
05/06/25	B130	Addressed (multiple) correspondence re filing of BOE 100.	004247	.10 hrs.
05/06/25	B130	Reviewed assignment form used in previous proceedings to confirm approach and address any objections.	004247	.10 hrs.
05/06/25	B130	Reviewed process involving assignment of LP interests and membership interests, including corresponding with Sidley re strategy.	004247	.10 hrs.
05/06/25	B130	Reviewed proposed sale structure for MPT real property re MPT's plan to assign ownership interests to Prospect instead of a deed transfer.	004247	.10 hrs.
05/06/25	B130	Corresponded re Prospect Medical Holdings (PMH) sale process asset purchase agreements (APAs) and call summary.	004247	.10 hrs.
05/06/25	B130	Teleconferenced with counsel to potential bidder re transaction strategy.	004151	.40 hrs.
05/06/25	B130	Developed strategy re due diligence and transaction structure.	004151	1.30 hrs.
05/06/25	B130	Analyzed disclosure schedule form to ensure alignment with APA contemplated disclosures.	004318	3.00 hrs.
05/06/25	B130	Corresponded with Houlihan re data room and document uploading process for preparation of disclosure schedules.	004318	.20 hrs.
05/06/25	B130	Reviewed and analyzed draft APA re disclosures.	004318	.60 hrs.
05/06/25	B130	Teleconferenced with Sidley and Houlihan re auction process, deadlines and transaction expectations.	004318	.20 hrs.



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FEE DETAIL

<u>Date</u>	<u>Phase</u>	<u>Description of Services</u>	<u>Tkpr</u>	<u>Hours</u>
05/06/25	B130	Strategized re outstanding definitive considerations in preparation for auction and bidding process, including ensuring sufficient uploads received in data room for preparation of disclosure schedules.	004318	.30 hrs.
05/06/25	B130	Reviewed data room in preparation for call with Houlihan re transaction process.	004318	.20 hrs.
05/06/25	B130	Strategized re data room review and preparation of disclosure schedules for bid staging.	004318	.20 hrs.
05/06/25	B130	Reviewed draft assignment agreement.	004254	.30 hrs.
05/06/25	B130	Analyzed issues re proposed MPT real property conveyance structure.	004254	1.20 hrs.
05/06/25	B130	Strategized next steps in transaction.	004133	.70 hrs.
05/06/25	B130	Analyzed current documents uploaded in the data room to confirm insurance policy summaries.	004478	.40 hrs.
05/06/25	B130	Drafted disclosure schedule shell.	004478	2.00 hrs.
05/07/25	B130	Attended strategy call.	004591	.50 hrs.
05/07/25	B130	Prepared revisions to material agreements clean room review chart.	004591	3.10 hrs.
05/07/25	B130	Discussed bid status and next steps with bankers.	004640	.50 hrs.
05/07/25	B130	Considered transaction documents and strategy.	004640	.70 hrs.
05/07/25	B130	Attended meeting with Houlihan re transaction structure.	004151	.20 hrs.
05/07/25	B130	Analyzed correspondence received from Houlihan re data room review.	004318	.20 hrs.
05/07/25	B130	Analyzed data room uploads to identify disclosure schedule diligence materials.	004318	1.90 hrs.



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FEE DETAIL

<u>Date</u>	<u>Phase</u>	<u>Description of Services</u>	<u>Tkpr</u>	<u>Hours</u>
05/07/25	B130	Finalized California disclosure schedule form shell.	004318	1.40 hrs.
05/07/25	B130	Analyzed the data room re current scope of third-party vendor contract review.	004318	.70 hrs.
05/07/25	B130	Teleconferenced with Houlihan re review process for clean team reviews in advance of auction.	004318	.30 hrs.
05/07/25	B130	Reviewed documents in the data room.	004133	.90 hrs.
05/08/25	B130	Prepared revisions to material agreements clean room review chart.	004591	4.20 hrs.
05/08/25	B130	Coordinated review of due diligence materials.	004640	.30 hrs.
05/08/25	B130	Drafted ancillary transaction documents.	004640	3.50 hrs.
05/08/25	B130	Coordinated with the tax team re tax issues.	004247	.10 hrs.
05/08/25	B130	Reviewed correspondence re tax question for transfer of real property owned by MPT in Connecticut and California.	004247	.20 hrs.
05/08/25	B130	Strategized re clean team reviews and related regulatory considerations.	004318	.60 hrs.
05/08/25	B130	Reviewed and extracted data room contents to populate the disclosure schedules.	004318	4.50 hrs.
05/08/25	B130	Analyzed tax issues re entity MPT real property transfers.	004254	.50 hrs.
05/08/25	B130	Coordinated clean team review of documents in the data room.	004133	2.50 hrs.
05/08/25	B130	Analyzed documents uploaded to the data room for competitively sensitive information.	004478	1.20 hrs.



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FEE DETAIL

<u>Date</u>	<u>Phase</u>	<u>Description of Services</u>	<u>Tkpr</u>	<u>Hours</u>
05/09/25	B130	Prepared revisions to material agreements clean room review chart.	004591	3.80 hrs.
05/09/25	B130	Drafted ancillary transaction documents.	004640	3.00 hrs.
05/09/25	B130	Evaluated clean team and information sharing issues.	004037	1.20 hrs.
05/09/25	B130	Strategized re the data room materials and contracts for populating disclosure schedules.	004318	.30 hrs.
05/09/25	B130	Continued to prepare summary responses to the California disclosure schedules and ensure alignment with the representations requested in the draft APA.	004318	6.40 hrs.
05/09/25	B130	Strategized clean team review of documents in the data room.	004133	.90 hrs.
05/09/25	B130	Coordinated re due diligence review of parameters and related updates.	004146	.60 hrs.
05/09/25	B130	Reviewed agreements for competitively sensitive information.	004146	2.00 hrs.
05/09/25	B130	Worked on clean team agreements review re competitively sensitive information.	004402	8.50 hrs.
05/09/25	B130	Analyzed California hospital documentation for competitively sensitive information.	004478	4.30 hrs.
05/10/25	B130	Continued to prepare responses to disclosure schedules to ensure alignment with APA.	004318	4.90 hrs.
05/10/25	B130	Reviewed documents in data room for competitively sensitive information requiring restricted access.	003771	3.10 hrs.
05/10/25	B130	Analyzed documents uploaded to the data room for competitively sensitive information.	004478	4.20 hrs.
05/11/25	B130	Analyzed state licenses and permits re applicable scope for preparation of disclosure schedules.	004318	1.80 hrs.



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05/11/25	B130	Attended to clean team review of documents in data room for competitively sensitive information.	004133	1.60 hrs.
05/11/25	B130	Further analyzed documents uploaded to the data room for competitively sensitive information.	004478	4.20 hrs.
05/12/25	B130	Reviewed issues re PMH hospital sale process APAs and tax matters.	004247	.30 hrs.
05/12/25	B130	Coordinated with healthcare team re regulatory aspects of transaction.	004376	.20 hrs.
05/12/25	B130	Reviewed status of licenses and permits.	004376	.20 hrs.
05/12/25	B130	Developed strategy re due diligence and transaction structure.	004151	.70 hrs.
05/12/25	B130	Strategized re California regulatory due diligence review in connection with disclosure schedules.	004318	.40 hrs.
05/12/25	B130	Strategized re healthcare regulatory licensing and permit and change of ownership (CHOW) related due diligence for populating disclosure schedules.	004318	1.80 hrs.
05/12/25	B130	Strategized re services to be provided in accordance with the transition services agreement (TSA) to populate disclosure schedules.	004318	.50 hrs.
05/12/25	B130	Continued to prepare disclosure schedules re intellectual property (IP), hospital facilities, and collective bargaining agreements (CBAs).	004318	5.90 hrs.
05/12/25	B130	Reviewed data room contents in connection with disclosure schedule comments.	003107	1.80 hrs.
05/12/25	B130	Teleconferenced with BDO team re tax analysis for proposed structure.	004254	.60 hrs.



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05/12/25	B130	Reviewed issues re real property MPT conveyance and tax matters re the same.	004254	.50 hrs.
05/12/25	B130	Prepared disclosure schedules re regulatory approvals.	004419	2.00 hrs.
05/12/25	B130	Strategized re CHOW due diligence analysis of licenses and permits held by facilities.	004419	.90 hrs.
05/12/25	B130	Attended to clean team review of documents in data room for competitively sensitive information.	004133	1.30 hrs.
05/12/25	B130	Summarized CHOW notice and filing requirements for healthcare permits uploaded to the data room.	004116	2.40 hrs.
05/12/25	B130	Charted licenses posted to the data room to assist with updating Disclosure Schedule 3.4(b).	004116	2.60 hrs.
05/12/25	B130	Conducted due diligence analysis and charting of vendor agreements for clean team considerations.	004137	4.50 hrs.
05/12/25	B130	Reviewed assigned agreements for competitively sensitive information and whether clean or general data room access.	004146	1.60 hrs.
05/12/25	B130	Reviewed documents in data room for competitively sensitive information requiring restricted access.	003771	3.20 hrs.
05/12/25	B130	Analyzed clean team room documentation to determine competitively sensitive information.	004402	5.00 hrs.
05/12/25	B130	Drafted disclosure schedules for Section 3.4(b) and seller parties' permits.	004356	1.30 hrs.
05/12/25	B130	Analyzed CHOW regulations and statutes for the licenses and permits provided to determine notice and filing requirements to facilitate an asset transfer.	004356	.70 hrs.



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05/12/25	B130	Conducted due diligence review and charting of hospital and facility licenses uploaded to the data room.	004356	3.00 hrs.
05/12/25	B130	Analyzed documents uploaded to the data room for competitively sensitive information.	004478	1.30 hrs.
05/13/25	B130	Coordinated prioritization of due diligence review.	004640	.30 hrs.
05/13/25	B130	Reviewed bid drafts.	004640	.40 hrs.
05/13/25	B130	Evaluated proposed transfer structures and ensured compliance with tax and bankruptcy considerations, including confirming the viability of MPT's assignment approach and free-and-clear order strategy, including coordinating feedback with Sidley and other stakeholders to finalize considerations for next steps.	004247	.10 hrs.
05/13/25	B130	Collaborated with tax advisors and the Prospect team re issues related to double transfer taxes on California and Connecticut property transfers.	004247	.10 hrs.
05/13/25	B130	Reviewed communications re the structuring of APAs for PMH hospital sale process.	004247	.10 hrs.
05/13/25	B130	Attended to transaction strategy.	004151	.70 hrs.
05/13/25	B130	Strategized re prioritization of clean team reviews and projected signing date.	004318	.70 hrs.
05/13/25	B130	Analyzed seller hospitals and whether liens and litigation searches were performed.	004318	1.40 hrs.
05/13/25	B130	Strategized re third party vendor contract review support and timeline.	004318	.30 hrs.
05/13/25	B130	Prepared disclosure schedule comments.	003107	2.30 hrs.



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05/13/25	B130	Considered tax issues re real property multi-step transaction	004254	.60 hrs.
05/13/25	B130	Strategized re CHOW regulatory analysis.	004419	.80 hrs.
05/13/25	B130	Revised Disclosure Schedules 3.4(b) (seller parties' permits) and 8.1(b) (required regulatory approvals).	004116	3.80 hrs.
05/13/25	B130	Conducted due diligence analysis and charting of vendor agreements for clean team considerations.	004137	3.20 hrs.
05/13/25	B130	Coordinated to obtain estimate for UCC/lien/litigation searches.	008583	.80 hrs.
05/13/25	B130	Revised disclosure schedules for Section 3.4(b) and the seller parties' permits to include notice and filing requirements from regulators during outreach.	004356	.90 hrs.
05/13/25	B130	Conducted anonymous outreach to regulators to confirm notice and filing requirements for the licenses and permits provided.	004356	.80 hrs.
05/13/25	B130	Continued analysis of CHOW regulations and statutes for the licenses and permits provided re notice and filing requirements for an asset transfer.	004356	2.80 hrs.
05/13/25	B130	Analyzed documents in the data room for competitively sensitive information.	004478	1.00 hrs.
05/14/25	B130	Coordinated re potential revisions to transaction documents.	004640	.20 hrs.
05/14/25	B130	Reviewed summary of regulatory considerations for California transaction.	004640	.30 hrs.
05/14/25	B130	Analyzed clean team review chart.	004591	.40 hrs.
05/14/25	B130	Analyzed bids submitted for purchase of assets.	004151	.60 hrs.
05/14/25	B130	Developed strategy re bids.	004151	.30 hrs.



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05/14/25	B130	Attended to strategy re transaction structure.	004151	1.00 hrs.
05/14/25	B130	Prepared responses for UCC lien and litigation searches, including identifying county and city specifications for each of the hospitals.	004318	1.80 hrs.
05/14/25	B130	Finalized and strategized re UCC lien and litigation searches.	004318	.50 hrs.
05/14/25	B130	Strategized re clean team review process.	004318	.20 hrs.
05/14/25	B130	Analyzed third party contracts to support clean team review.	004318	.50 hrs.
05/14/25	B130	Advised re sale leaseback approach and regulatory approvals and timelines.	003107	2.30 hrs.
05/14/25	B130	Reviewed documents in data room for competitively sensitive information requiring restricted access.	004040	.50 hrs.
05/14/25	B130	Prepared summary of documents in data room with competitively sensitive information for clean team.	004133	4.00 hrs.
05/14/25	B130	Reviewed documents in data room for competitively sensitive information requiring restricted access.	003771	.50 hrs.
05/14/25	B130	Attended to matters re obtaining estimate for UCC/lien/litigation searches.	008583	.60 hrs.
05/15/25	B130	Reviewed summary of regulatory considerations for California transaction.	004640	.70 hrs.
05/15/25	B130	Reviewed issues re Prospect's tax advisor and BDO to obtain transfer tax outcomes for transactional possibilities, including analysis of impact of direct transfers vs alternative structures on transaction efficiency.	004247	.10 hrs.



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05/15/25	B130	Reviewed correspondence re the proposed equity assignment structure and transfer tax implications.	004247	.10 hrs.
05/15/25	B130	Developed regulatory strategy.	004151	.50 hrs.
05/15/25	B130	Attended to strategy re transaction structure.	004151	.70 hrs.
05/15/25	B130	Continued clean team due diligence analysis of hospital agreements.	004318	5.70 hrs.
05/15/25	B130	Strategized re UCC lien search and clean team review support.	004318	.50 hrs.
05/15/25	B130	Strategized re third-party vendor contracts review, clean team reviews, and preparation of disclosure schedules for signing.	004318	.70 hrs.
05/15/25	B130	Participated on strategy discussion re regulatory approvals and coordinated next steps.	003107	.80 hrs.
05/15/25	B130	Reviewed correspondence and open issues re real estate tax structuring.	004254	.20 hrs.
05/15/25	B130	Coordinated review of documents to data room.	004040	2.00 hrs.
05/15/25	B130	Reviewed APA and charted contracts.	004268	.90 hrs.
05/15/25	B130	Coordinated review of contracts in the data room.	004133	.70 hrs.
05/15/25	B130	Reviewed documents in data room for competitively sensitive information requiring restricted access.	003771	5.60 hrs.
05/16/25	B130	Followed up on open transaction matters.	004640	.30 hrs.
05/16/25	B130	Strategized approach to real estate structure.	004640	.20 hrs.
05/16/25	B130	Advised on due diligence disclosures related to physician national provider identifiers (NPIs).	004661	.20 hrs.



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05/16/25	B130	Corresponded with Houlihan re regulatory due diligence.	004151	.70 hrs.
05/16/25	B130	Attended to strategy re transaction structure.	004151	.30 hrs.
05/16/25	B130	Analyzed California bid summary prepared by Houlihan.	004151	.40 hrs.
05/16/25	B130	Continued to conduct clean team due diligence review.	004318	6.60 hrs.
05/16/25	B130	Strategized re timeline of bankruptcy proceedings, transaction priorities, status of clean team reviews, and logistical process re clean team review completion timeline.	004318	1.50 hrs.
05/16/25	B130	Continued analysis of most efficient structure for real property conveyance.	004254	.30 hrs.
05/16/25	B130	Reviewed APA and charted contracts.	004268	1.10 hrs.
05/16/25	B130	Strategized due diligence review of contracts in the data room.	004133	1.00 hrs.
05/16/25	B130	Strategized preparation of disclosure schedules.	004133	.90 hrs.
05/16/25	B130	Reviewed documents in data room for competitively sensitive information requiring restricted access.	003771	5.50 hrs.
05/17/25	B130	Strategized re completion status and population of disclosure schedules.	004318	.50 hrs.
05/18/25	B130	Strategized re outstanding anti-trust considerations for finalization of clean team reviews.	004318	.40 hrs.
05/18/25	B130	Drafted disclosure schedules re regulatory approvals.	004419	.30 hrs.
05/19/25	B130	Advised on responses to due diligence questions requesting provider NPI information.	004661	.10 hrs.



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<u>Date</u>	<u>Phase</u>	<u>Description of Services</u>	<u>Tkpr</u>	<u>Hours</u>
05/19/25	B130	Reviewed and commented on regulatory filings for California transaction.	004376	.60 hrs.
05/19/25	B130	Analyzed regulatory diligence requests.	004151	.50 hrs.
05/19/25	B130	Developed transaction strategy.	004151	.30 hrs.
05/19/25	B130	Corresponded with Houlihan re regulatory due diligence requests.	004151	.20 hrs.
05/19/25	B130	Considered request from Houlihan re completion progress and redaction request.	004318	.20 hrs.
05/19/25	B130	Strategized re redaction of vendor contracts for purposes of general data room.	004318	.30 hrs.
05/19/25	B130	Analyzed summary response re determinations of competitively sensitive information.	004318	.30 hrs.
05/19/25	B130	Continued to prepare disclosure schedules.	004318	3.50 hrs.
05/19/25	B130	Advised re disclosure schedule updates.	003107	2.30 hrs.
05/19/25	B130	Reviewed open issues and correspondence re California conveyance tax analysis.	004254	.30 hrs.
05/19/25	B130	Analyzed CHOW state and federal regulations in connection with disclosure schedules.	004419	2.40 hrs.
05/20/25	B130	Addressed open questions re clean team contract designations.	004640	.30 hrs.
05/20/25	B130	Reviewed and commented on status of healthcare permits disclosure schedules.	004376	.40 hrs.
05/20/25	B130	Attended to transaction strategy.	004151	.30 hrs.
05/20/25	B130	Corresponded re review of California disclosure schedules.	004318	.30 hrs.



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<u>Date</u>	<u>Phase</u>	<u>Description of Services</u>	<u>Tkpr</u>	<u>Hours</u>
05/20/25	B130	Strategized re third-party vendor contract review process to determine alternative auction room upload process.	004318	.50 hrs.
05/20/25	B130	Strategized on bankruptcy related third party vendor contracts review considerations.	004318	.30 hrs.
05/20/25	B130	Prepared further revisions to disclosure schedules.	003107	1.80 hrs.
05/20/25	B130	Strategized re updates to regulatory approvals and permits re disclosure schedules, including feedback from California state regulator.	004419	2.00 hrs.
05/20/25	B130	Considered issues re assignment of contracts in bankruptcy without counterparty consent.	003473	.50 hrs.
05/20/25	B130	Contacted the California Department of Consumer Affairs, Board of Registered Nursing (BRN), to confirm CHOW filing requirements related to the continuing education provider (CEP) certificate.	004116	.20 hrs.
05/21/25	B130	Revised disclosure schedule to note when missing license information.	004657	.40 hrs.
05/21/25	B130	Followed up on open transaction matters.	004640	.20 hrs.
05/21/25	B130	Developed regulatory approval strategy.	004151	.30 hrs.
05/21/25	B130	Attended to transaction strategy.	004151	.50 hrs.
05/21/25	B130	Conducted regulatory outreach to confirm CHOW requirements for the CEP certificate issued by the California BRN.	004116	.20 hrs.
05/22/25	B130	Participated on call with Davis Wright Tremaine (DWT) re regulatory considerations.	004640	.20 hrs.
05/22/25	B130	Followed up on outstanding transaction matters related to strategy and documentation.	004640	.80 hrs.



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29HJ-405251 PMH BK - California Hospitals Sale
Eric A. Klein

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<u>Date</u>	<u>Phase</u>	<u>Description of Services</u>	<u>Tkpr</u>	<u>Hours</u>
05/22/25	B130	Teleconferenced with Houlihan re transaction strategy.	004151	.10 hrs.
05/22/25	B130	Teleconferenced with bidder's counsel re regulatory approval strategy.	004151	.30 hrs.
05/22/25	B130	Attended to strategy re transaction structure.	004151	.80 hrs.
05/22/25	B130	Updated disclosure schedules to include regulatory disclosures related to permit/licensing and regulatory approvals.	004318	.30 hrs.
05/22/25	B130	Coordinated re third-party vendor contract review process.	004318	.40 hrs.
05/22/25	B130	Strategized re follow-up inquiry to California BRN re CHOW requirements for CEP certificate.	004419	.20 hrs.
05/22/25	B130	Developed strategy for corporate due diligence review of contracts for material provisions.	004040	2.10 hrs.
05/22/25	B130	Strategized large-scale contract review.	004133	.40 hrs.
05/22/25	B130	Conducted regulatory outreach to confirm CHOW requirements for the CEP certificate issued by the California BRN.	004116	.40 hrs.
05/22/25	B130	Reviewed data room contract materials.	004337	.50 hrs.
05/23/25	B130	Discussed clean team contract designation with Houlihan.	004640	.20 hrs.
05/23/25	B130	Followed up on outstanding transaction matters related to strategy and documentation.	004640	.60 hrs.
05/23/25	B130	Evaluated BDO's tax analysis and reviewed draft language for both California and Connecticut real property transfers.	004247	.20 hrs.



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FEE DETAIL

<u>Date</u>	<u>Phase</u>	<u>Description of Services</u>	<u>Tkpr</u>	<u>Hours</u>
05/23/25	B130	Analyzed MPT correspondence re real property transfer tax implications for proposed equity assignment structure.	004247	.10 hrs.
05/23/25	B130	Assessed potential information sharing issues from antitrust perspective.	004037	1.40 hrs.
05/23/25	B130	Developed strategy re antitrust review.	004151	.30 hrs.
05/23/25	B130	Provided updated initial draft of disclosure schedules for review.	004318	.40 hrs.
05/23/25	B130	Prepared revisions to disclosure schedules for California hospitals sales, including all attachments to be appended.	004318	4.50 hrs.
05/23/25	B130	Prepared attachments to disclosure schedules.	004318	1.50 hrs.
05/23/25	B130	Prepared updated list of professional liability and general liability insurance information and pending employment litigation.	004318	3.40 hrs.
05/23/25	B130	Strategized re due diligence review and charting of third party vendor contracts.	004318	.20 hrs.
05/23/25	B130	Reviewed MPT real property structure for California sale and related issues.	004254	.30 hrs.
05/23/25	B130	Updated the regulatory filings tracker to incorporate feedback from the California BRN related to the CEP certificate.	004116	.30 hrs.
05/23/25	B130	Attended to due diligence review and charting of assigned California documents.	004146	2.70 hrs.
05/23/25	B130	Conducted due diligence review and charting of material vendor agreements re relevant terms and covenants.	004402	10.50 hrs.
05/23/25	B130	Reviewed assignment materials.	004337	1.00 hrs.



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FEE DETAIL

<u>Date</u>	<u>Phase</u>	<u>Description of Services</u>	<u>Tkpr</u>	<u>Hours</u>
05/25/25	B130	Communicated to MPT re bid deadline and other transaction timing issues.	004247	.10 hrs.
05/25/25	B130	Analyzed correspondence re real estate acquisition documentation with MPT for PMH hospital sale.	004247	.10 hrs.
05/25/25	B130	Reviewed BDO transfer tax analysis.	004254	.20 hrs.
05/27/25	B130	Participated on due diligence call with DWT.	004640	.70 hrs.
05/27/25	B130	Followed up on outstanding transaction matters related to strategy and documentation.	004640	.20 hrs.
05/27/25	B130	Analyzed due diligence strategy.	004151	.40 hrs.
05/27/25	B130	Attended to transaction strategy.	004151	.30 hrs.
05/27/25	B130	Strategized re outstanding third-party vendor contract review to determine status for completion.	004318	.40 hrs.
05/27/25	B130	Analyzed issues and correspondence re real property structure in connection with sale.	004254	.50 hrs.
05/27/25	B130	Coordinated contract due diligence review in connection with populating disclosure schedules.	004133	.50 hrs.
05/27/25	B130	Conducted due diligence analysis and charting of vendor contracts for restrictive provisions.	004137	2.90 hrs.
05/27/25	B130	Reviewed kickoff materials in preparation for contract review.	004137	.40 hrs.
05/27/25	B130	Continued due diligence review and charting of assigned California documents.	004146	6.50 hrs.
05/27/25	B130	Analyzed and charted material vendor agreements re relevant terms and restrictive covenants.	004402	12.50 hrs.



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<u>Date</u>	<u>Phase</u>	<u>Description of Services</u>	<u>Tkpr</u>	<u>Hours</u>
05/27/25	B130	Conducted due diligence review of material agreements re term, renewals, red flags, parties, and payor information.	004337	7.20 hrs.
05/28/25	B130	Followed up on outstanding transaction matters related to strategy and documentation.	004640	.20 hrs.
05/28/25	B130	Reviewed and commented on transferability of nurse training certification.	004376	.30 hrs.
05/28/25	B130	Attended to due diligence strategy.	004151	.30 hrs.
05/28/25	B130	Strategized re review of vendor agreements and status of completion.	004318	.70 hrs.
05/28/25	B130	Analyzed third-party vendor contracts for population of disclosure schedules.	004318	1.70 hrs.
05/28/25	B130	Prepared summary analysis of third-party vendor contracts reviewed for population of disclosure schedules.	004318	.80 hrs.
05/28/25	B130	Strategized re updates to regulatory approvals disclosure schedule.	004419	.50 hrs.
05/28/25	B130	Strategized contract review for disclosure schedules.	004133	.60 hrs.
05/28/25	B130	Conducted due diligence analysis and charting of vendor contracts for restrictive provisions.	004137	2.80 hrs.
05/28/25	B130	Continued due diligence review and charting of assigned California documents.	004146	12.10 hrs.
05/28/25	B130	Reviewed and charted seller contracts re material provisions for due diligence disclosures.	003771	10.10 hrs.
05/28/25	B130	Conducted due diligence analysis and charting of material vendor agreements re relevant terms and restrictive covenants.	004402	13.00 hrs.



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FEE DETAIL

<u>Date</u>	<u>Phase</u>	<u>Description of Services</u>	<u>Tkpr</u>	<u>Hours</u>
05/28/25	B130	Conducted due diligence review of material agreements re term, renewals, red flags, parties, and payor information.	004337	7.50 hrs.
05/29/25	B130	Developed real estate related transaction strategy.	004640	.30 hrs.
05/29/25	B130	Considered issues re proposed transaction structure.	004254	1.00 hrs.
05/29/25	B130	Conducted due diligence analysis and charting of vendor contracts for restrictive provisions.	004137	4.80 hrs.
05/29/25	B130	Continued due diligence review and charting of assigned California documents.	004146	10.80 hrs.
05/29/25	B130	Conducted due diligence review of seller contracts re material provisions for due diligence disclosures.	003771	10.90 hrs.
05/29/25	B130	Conducted legal due diligence review and charting of material vendor agreements re relevant terms and restrictive covenants.	004402	11.50 hrs.
05/29/25	B130	Conducted due diligence review of material agreements re term, renewals, red flags, parties, and payor information.	004337	8.20 hrs.
05/30/25	B130	Reviewed draft disclosure schedules.	004640	.60 hrs.
05/30/25	B130	Conducted due diligence analysis and charting of vendor contracts for restrictive provisions.	004137	5.20 hrs.
05/30/25	B130	Completed due diligence review and charting of assigned California documents.	004146	2.60 hrs.
05/30/25	B130	Conducted due diligence review and charting of seller contracts re material provisions for due diligence disclosures.	003771	12.40 hrs.
05/30/25	B130	Conducted legal due diligence review and charting of material vendor agreements re relevant terms and restrictive covenants.	004402	7.00 hrs.



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FEE DETAIL

<u>Date</u>	<u>Phase</u>	<u>Description of Services</u>	<u>Tkpr</u>	<u>Hours</u>
05/31/25	B130	Conducted due diligence analysis of vendor contracts for restrictive provisions.	004137	9.40 hrs.

SUMMARY OF TIMEKEEPER FEES

<u>Tkpr</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Average Rate/Hr</u>	<u>Dollars</u>
004037	John D. Carroll	2.60	\$ 1,060.00	\$ 2,756.00
004661	Margia Corner	.30	\$ 975.00	\$ 292.50
004151	Nioura F. Ghazni	13.60	\$ 910.00	\$ 12,376.00
003107	Jordan E. Grushkin	11.30	\$ 905.00	\$ 10,226.50
004640	Adam R. Marks	16.90	\$ 880.00	\$ 14,872.00
004254	Edward W. Musharbash	8.60	\$ 795.00	\$ 6,837.00
004247	Timothy J. Reimers	3.20	\$ 1,010.00	\$ 3,232.00
004376	Richard K. Rifenbark	1.70	\$ 910.00	\$ 1,547.00
004607	Kanasha S. Herbert	.40	\$ 695.00	\$ 278.00
004318	Esperance K. Becton	77.30	\$ 750.00	\$ 57,975.00
004268	Anushna Das	2.00	\$ 605.00	\$ 1,210.00
004133	Jami Fogelhut	16.00	\$ 605.00	\$ 9,680.00
004419	Alexandria M. Foster	9.10	\$ 780.00	\$ 7,098.00
004478	Maximillian Fuery	18.60	\$ 520.00	\$ 9,672.00
004116	Kendall Kohlmeyer	9.90	\$ 605.00	\$ 5,989.50
004337	Taiye Kolawole	24.40	\$ 520.00	\$ 12,688.00
004040	Ryan A. Lee	4.60	\$ 605.00	\$ 2,783.00
004356	Megan Miller	9.50	\$ 560.00	\$ 5,320.00
003473	Gianna E. Segretti	.50	\$ 750.00	\$ 375.00
004137	Tiernan Still	33.20	\$ 605.00	\$ 20,086.00
004657	Tracey G. Toll	.40	\$ 750.00	\$ 300.00
004591	Jae Yang	12.00	\$ 710.00	\$ 8,520.00
004402	Susan C. Gov	68.00	\$ 410.00	\$ 27,880.00
004146	Erin Hausladen	38.90	\$ 445.00	\$ 17,310.50
003771	Lisa D. Johnson	51.30	\$ 400.00	\$ 20,520.00
008583	Mark Summerhays	1.40	\$ 450.00	\$ 630.00

Total Fees for Professional Services

\$ 260,454.00



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Prospect Medical Holdings
< This is an e-Billing matter. >

SMRH Tax ID 95-1463164
July 23, 2025
Invoice 250190005

Our Matter No. 29HJ-405252
PMH BK - Corporate and Healthcare Regulatory Advice
Billing Atty: Eric A. Klein

INVOICE SUMMARY

FOR PROFESSIONAL SERVICES THROUGH MAY 31, 2025

Current Fees \$ 6,762.00

Total Current Activity \$ 6,762.00

Total Due for This Invoice \$ 6,762.00



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FOR PROFESSIONAL SERVICES THROUGH 05/31/25

FEE DETAIL

<u>Date</u>	<u>Phase</u>	<u>Description of Services</u>	<u>Tkpr</u>	<u>Hours</u>
B130 - Asset Disposition				
05/15/25	B130	Participated on weekly Prospect Medical Holdings (PMH) Board meeting.	004151	.50 hrs.
05/19/25	B130	Reviewed Medicare guidance on issue re unsigned charts of a physician out on a letter(s) of agreement.	003567	.50 hrs.
05/22/25	B130	Participated on weekly PMH Board meeting.	004151	.40 hrs.
05/27/25	B130	Developed strategy re supplemental submission re key employee incentive plan (KEIP) motion.	004039	.20 hrs.
05/29/25	B130	Participated on weekly PMH Board meeting.	004151	.40 hrs.
05/29/25	B130	Attended to strategy re supplemental declaration re KEIP.	004151	1.20 hrs.
05/29/25	B130	Prepared content for supplemental declaration re KEIP motion.	004039	.40 hrs.
05/30/25	B130	Analyzed Court litigation relating to KEIP and next steps re removal.	002632	1.20 hrs.
05/30/25	B130	Prepared for and teleconferenced with Sidley re declaration re KEIP.	004151	.30 hrs.
05/30/25	B130	Developed strategy re declaration re KEIP.	004151	.40 hrs.
05/30/25	B130	Revised and commented on proposed content for KEIP supplemental submission.	004039	.60 hrs.
05/30/25	B130	Conferred with P. Embry re KEIP motion.	004039	.50 hrs.
05/30/25	B130	Analyzed Unsecured Creditors' Committee's objection to KEIP motion.	004039	.20 hrs.



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FEE DETAIL

<u>Date</u>	<u>Phase</u>	<u>Description of Services</u>	<u>Tkpr</u>	<u>Hours</u>
05/31/25	B130	Analyzed regulatory considerations for expired physician arrangements.	003404	.30 hrs.
05/31/25	B130	Corresponded with Sidley re declaration re KEIP.	004151	.20 hrs.

SUMMARY OF TIMEKEEPER FEES

<u>Tkpr</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Average Rate/Hr</u>	<u>Dollars</u>
002632	Robert S. Friedman	1.20	\$ 1,125.00	\$ 1,350.00
004151	Nioura F. Ghazni	3.40	\$ 910.00	\$ 3,094.00
003404	Erica Kraus	.30	\$ 905.00	\$ 271.50
004039	Joshua Schlenger	1.90	\$ 860.00	\$ 1,634.00
003567	Kathleen M. Stratton	.50	\$ 825.00	\$ 412.50

Total Fees for Professional Services

\$ 6,762.00



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Prospect Medical Holdings
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SMRH Tax ID 95-1463164
July 23, 2025
Invoice 250190006

Our Matter No. 29HJ-411614
PMH BK – Connecticut Hospitals Sale (HHC)
Billing Atty: Eric A. Klein

INVOICE SUMMARY

FOR PROFESSIONAL SERVICES THROUGH MAY 31, 2025

Current Fees	\$ 10,750.50	
Total Current Activity		\$ 10,750.50
Total Due for This Invoice		<u>\$ 10,750.50</u>



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FOR PROFESSIONAL SERVICES THROUGH 05/31/25

FEE DETAIL

<u>Date</u>	<u>Phase</u>	<u>Description of Services</u>	<u>Tkpr</u>	<u>Hours</u>
B130 - Asset Disposition				
05/05/25	B130	Participated on kick-off call with Hartford Healthcare's (HHC's) counsel.	004607	.50 hrs.
05/05/25	B130	Participated on call with counsel to HHC.	004640	.50 hrs.
05/05/25	B130	Teleconferenced with HHC's counsel re purchase agreement.	004151	.50 hrs.
05/05/25	B130	Attended to drafting of HHC clean team agreement.	004151	.20 hrs.
05/05/25	B130	Developed transaction strategy.	004151	.70 hrs.
05/06/25	B130	Attended to strategy re responses to due diligence requests from HHC's counsel.	004151	.70 hrs.
05/13/25	B130	Reviewed revised draft of clean team agreement from HHC's counsel.	004640	.20 hrs.
05/14/25	B130	Participated on call with HHC.	004640	.50 hrs.
05/14/25	B130	Formulated transaction strategy.	004640	.20 hrs.
05/14/25	B130	Followed up on requests from HHC's counsel.	004640	1.30 hrs.
05/14/25	B130	Teleconferenced with HHC's counsel re transaction strategy.	004151	.40 hrs.
05/14/25	B130	Analyzed HHC's comments to clean team agreement.	004151	.20 hrs.
05/14/25	B130	Developed strategy re transaction structure.	004151	.80 hrs.
05/14/25	B130	Attended to regulatory analysis.	004151	.30 hrs.
05/14/25	B130	Corresponded with Houlihan re sale process.	004151	.20 hrs.



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July 23, 2025
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FEE DETAIL

<u>Date</u>	<u>Phase</u>	<u>Description of Services</u>	<u>Tkpr</u>	<u>Hours</u>
05/15/25	B130	Prepared and circulated revised draft of clean team agreement.	004640	.40 hrs.
05/16/25	B130	Participated on real estate kickoff call with HHC's counsel.	004640	.50 hrs.
05/19/25	B130	Participated on meeting with HHC's counsel to discuss open issues in the clean team agreement.	004640	.30 hrs.
05/21/25	B130	Participated on weekly status call with HHC's counsel.	004640	.50 hrs.
05/21/25	B130	Participated on teleconference with HHC's counsel re transaction status.	004151	.40 hrs.
05/21/25	B130	Developed transaction strategy.	004151	.50 hrs.
05/23/25	B130	Attended to strategy re clean room.	004151	.30 hrs.
05/23/25	B130	Teleconferenced with Houlihan re clean room strategy.	004151	.20 hrs.
05/28/25	B130	Participated on weekly status call with HHC's counsel.	004640	.50 hrs.
05/28/25	B130	Teleconferenced with HHC's counsel re transaction strategy.	004151	.30 hrs.
05/29/25	B130	Teleconferenced with Sidley re antitrust strategy.	004151	.30 hrs.
05/29/25	B130	Developed transaction strategy.	004151	.20 hrs.
05/30/25	B130	Finalized clean team agreement.	004640	.20 hrs.
05/30/25	B130	Attended to clean room matters.	004151	.30 hrs.



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SUMMARY OF TIMEKEEPER FEES

<u>Tkpr</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Average Rate/Hr</u>	<u>Dollars</u>
004151	Nioura F. Ghazni	6.50	\$ 910.00	\$ 5,915.00
004640	Adam R. Marks	5.10	\$ 880.00	\$ 4,488.00
004607	Kanasha S. Herbert	.50	\$ 695.00	\$ 347.50

Total Fees for Professional Services

\$ 10,750.50



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Prospect Medical Holdings
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SMRH Tax ID 95-1463164
July 23, 2025
Invoice 250191456

Our Matter No. 29HJ-415871
Prospect Medical Holdings - BK PA ASC Sale
Billing Atty: Eric A. Klein

INVOICE SUMMARY

FOR PROFESSIONAL SERVICES THROUGH MAY 31, 2025

Current Fees	\$ 277,845.50
Total Current Activity	<u>\$ 277,845.50</u>
Total Due for This Invoice	<u><u>\$ 277,845.50</u></u>



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29HJ-415871 Prospect Medical Holdings - BK PA ASC Sale
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FOR PROFESSIONAL SERVICES THROUGH 05/31/25

FEE DETAIL

<u>Date</u>	<u>Phase</u>	<u>Description of Services</u>	<u>Tkpr</u>	<u>Hours</u>
B130 - Asset Disposition				
05/01/25	B130	Attended call with advisors' group.	004719	.30 hrs.
05/01/25	B130	Attended call with prospective bidder's counsel and followed-up re due diligence questions raised.	004719	.80 hrs.
05/01/25	B130	Communicated re licensure issues.	004719	1.00 hrs.
05/01/25	B130	Revised drafts of ancillary agreements re sales of Crozer-Chester hospital assets.	004607	5.30 hrs.
05/01/25	B130	Participated on call with bankruptcy counsel and financial advisors re sale transaction status.	004607	.40 hrs.
05/01/25	B130	Participated on call re communications with Pennsylvania Department of Health (DOH) and transfer of licenses after change of ownership (CHOW).	004661	.50 hrs.
05/01/25	B130	Analyzed due diligence questions re Medicare billing and hospital outpatient departments for ambulatory surgery center (ASC) and imaging center assets.	004661	1.10 hrs.
05/01/25	B130	Communicated re transition services agreement (TSA).	004719	.20 hrs.
05/01/25	B130	Analyzed open issues for transaction and strategy re same.	004151	.90 hrs.
05/01/25	B130	Strategized re CHOW process and contact with Pennsylvania regulators re licensure matters.	004419	.50 hrs.
05/02/25	B130	Commenced review of TSA.	004719	1.00 hrs.
05/02/25	B130	Conducted due diligence analysis of facilities for sale pursuant to sale order.	004607	.40 hrs.



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<u>Date</u>	<u>Phase</u>	<u>Description of Services</u>	<u>Tkpr</u>	<u>Hours</u>
05/02/25	B130	Revised draft TSA.	004607	1.30 hrs.
05/02/25	B130	Participated on call with Prospect.	004719	.20 hrs.
05/02/25	B130	Corresponded with Prospect regulatory contact re outstanding questions.	004719	.30 hrs.
05/02/25	B130	Teleconferenced with Sidley and Houlihan re transaction strategy.	004151	.20 hrs.
05/02/25	B130	Developed transaction strategy.	004151	.70 hrs.
05/04/25	B130	Reviewed responses re Medicare billing due diligence questions for Haverford Surgery Center.	004661	.30 hrs.
05/04/25	B130	Revised TSA.	004719	.30 hrs.
05/04/25	B130	Communicated re due diligence information.	004719	.40 hrs.
05/04/25	B130	Developed strategy re TSA.	004151	.40 hrs.
05/05/25	B130	Revised draft of TSA and schedules to asset purchase agreement (APA).	004607	5.90 hrs.
05/05/25	B130	Participated on call with Debtors' advisors re transaction process status..	004607	.20 hrs.
05/05/25	B130	Coordinated preparation of schedules/exhibits.	004719	.40 hrs.
05/05/25	B130	Developed transaction strategy.	004151	.70 hrs.
05/05/25	B130	Strategized drafting of schedules and exhibits to APA for ASCs.	004133	.50 hrs.
05/05/25	B130	Reviewed joint venture documents re sellers' ownership interest.	004133	.90 hrs.
05/06/25	B130	Revised draft TSA.	004607	5.80 hrs.
05/06/25	B130	Reviewed updates to TSAs.	004719	.50 hrs.



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05/06/25	B130	Responded to regulatory due diligence questions from potential bidder.	004661	.80 hrs.
05/06/25	B130	Advised on provisions of TSAs re medical staff and governing body hospital and ASC regulations.	004661	.70 hrs.
05/06/25	B130	Revised TSAs for ASC/imaging and residency transactions.	004719	1.00 hrs.
05/06/25	B130	Developed strategy re ASC sale structure.	004151	.70 hrs.
05/06/25	B130	Gathered responsive information for due diligence requests from interested bidders	004133	3.00 hrs.
05/07/25	B130	Revised draft TSA.	004607	3.40 hrs.
05/07/25	B130	Analyzed lease hold transfer restrictions in connection with sale transaction.	004607	.80 hrs.
05/07/25	B130	Teleconferenced with financial and legal advisor teams to debtor re status of Pennsylvania sale matters.	004607	.60 hrs.
05/07/25	B130	Participated on call with working group.	004719	.50 hrs.
05/07/25	B130	Responded to regulatory due diligence questions from potential bidder.	004661	.50 hrs.
05/07/25	B130	Communicated with bidder's counsel.	004719	.20 hrs.
05/07/25	B130	Revised TSA.	004719	1.10 hrs.
05/07/25	B130	Analyzed strategy re sale of assets to prospective buyers.	004151	.40 hrs.
05/07/25	B130	Analyzed open issues re TSA.	004151	.70 hrs.
05/07/25	B130	Drafted exhibits and schedules to APA.	004133	6.70 hrs.



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<u>Date</u>	<u>Phase</u>	<u>Description of Services</u>	<u>Tkpr</u>	<u>Hours</u>
05/08/25	B130	Analyzed assumption of leases in connection with proposed sale transactions.	004607	4.50 hrs.
05/08/25	B130	Analyzed revisions to APA.	004719	.20 hrs.
05/08/25	B130	Reviewed and analyzed open issues for transaction.	004719	.50 hrs.
05/08/25	B130	Participated on calls with working group.	004719	.70 hrs.
05/08/25	B130	Analyzed certain provisions of the APA and provided analysis re open issues re same..	004247	.20 hrs.
05/08/25	B130	Analyzed strategy re sale of assets to potential buyers.	004151	.30 hrs.
05/08/25	B130	Analyzed and commented on lease assumption issues.	004254	.50 hrs.
05/08/25	B130	Reviewed interested bidder version of APA.	004133	1.50 hrs.
05/08/25	B130	Drafted exhibits/schedules to bidder versions of APA.	004133	3.00 hrs.
05/09/25	B130	Reviewed APAs and related ancillary agreements for the sale of family medicine residency.	004607	2.30 hrs.
05/09/25	B130	Reviewed and summarized bid APAs.	004607	3.90 hrs.
05/09/25	B130	Reviewed updated drafts of residency program documents.	004719	.20 hrs.
05/09/25	B130	Responded to regulatory due diligence questions from potential bidders.	004661	1.20 hrs.
05/09/25	B130	Revised TSA.	004719	.20 hrs.
05/09/25	B130	Corresponded re due diligence items.	004719	.40 hrs.
05/09/25	B130	Reviewed bidder submissions and strategy for next steps.	004719	3.00 hrs.



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05/09/25	B130	Reviewed and responded to questions re Pennsylvania hospital licensing issues.	004376	.80 hrs.
05/09/25	B130	Analyzed bids for purchase of assets.	004151	.20 hrs.
05/09/25	B130	Developed transaction strategy.	004151	.30 hrs.
05/09/25	B130	Strategized preparation of disclosure schedules re governmental approvals.	004419	1.10 hrs.
05/09/25	B130	Analyzed and reviewed real property leases.	004133	3.00 hrs.
05/09/25	B130	Reviewed and revised a bidder's version of the exhibits/schedules.	004133	3.00 hrs.
05/09/25	B130	Analyzed potential bidders' APA comments.	004478	.70 hrs.
05/09/25	B130	Reviewed and analyzed regulatory requirements for CHOW.	004478	2.80 hrs.
05/10/25	B130	Reviewed and summarized draft APAs re material terms.	004607	2.80 hrs.
05/10/25	B130	Reviewed and revised APA issues list.	004719	1.20 hrs.
05/10/25	B130	Revised disclosure schedules re governmental approvals.	004419	1.00 hrs.
05/10/25	B130	Revised exhibits/schedules to the APA.	004133	3.70 hrs.
05/11/25	B130	Revised draft high-level bid APA issues list.	004607	.30 hrs.
05/11/25	B130	Reviewed and revised APA.	004719	.70 hrs.
05/11/25	B130	Teleconferenced with financial advisor and Prospect re issues list on bid drafts.	004607	1.10 hrs.



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05/11/25	B130	Revised draft APA of Pennsylvania asset bidder to reflect feedback from Prospect and legal and financial advisor teams.	004607	4.20 hrs.
05/11/25	B130	Analyzed proposed revisions to APA.	004719	.90 hrs.
05/11/25	B130	Revised language for updates to bidder APA.	004719	.30 hrs.
05/11/25	B130	Participated on call with working group re bidder mark-ups of APAs.	004719	1.10 hrs.
05/11/25	B130	Reviewed and analyzed leases in the data room.	004133	3.70 hrs.
05/11/25	B130	Prepared summary of leases (including assignment provision and term expiration dates).	004133	4.00 hrs.
05/12/25	B130	Reviewed and revised transaction documents.	004719	1.90 hrs.
05/12/25	B130	Reviewed draft disclosure schedule re required government consents.	004661	.30 hrs.
05/12/25	B130	Reviewed outstanding regulatory issues raised by bidders.	004661	.30 hrs.
05/12/25	B130	Reviewed revisions to APA.	004661	.20 hrs.
05/12/25	B130	Participated on call with potential bidder re open issues on mark-up of APA.	004607	.90 hrs.
05/12/25	B130	Participated on call with prospective bidder re their bid proposal terms.	004607	.50 hrs.
05/12/25	B130	Revised draft APA.	004607	1.00 hrs.
05/12/25	B130	Participated on call with potential bid purchaser re bid APA.	004607	.80 hrs.
05/12/25	B130	Teleconferenced with financial and legal advisors re status of transaction process.	004607	.50 hrs.



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05/12/25	B130	Participated on calls with working group.	004719	.80 hrs.
05/12/25	B130	Participated on calls re preparation of exhibits.	004719	1.00 hrs.
05/12/25	B130	Participated on calls with bidders re the terms of their proposals.	004719	2.70 hrs.
05/12/25	B130	Analyzed transaction strategy re sale of assets.	004151	.30 hrs.
05/12/25	B130	Analyzed additional permits and licenses from Prospect and strategized re updates to regulatory approvals disclosure schedule.	004419	.80 hrs.
05/12/25	B130	Coordinated preparing exhibits to APA.	004133	2.70 hrs.
05/12/25	B130	Coordinated gathering information re leases and permits for exhibits.	004133	1.20 hrs.
05/12/25	B130	Teleconferenced with Prospect, Houlihan and Alvarez & Marsal (A&M) re schedules/exhibits.	004133	.90 hrs.
05/13/25	B130	Participated on call with purchaser's regulatory counsel re Medicare enrollment, billing and transfer of license issues and draft language.	004661	.60 hrs.
05/13/25	B130	Teleconferenced with Sidley, Houlihan and A&M re regulatory issues and revisions to draft APA.	004661	.50 hrs.
05/13/25	B130	Revised mark-up of bid purchaser's draft of the transaction agreement.	004607	8.10 hrs.
05/13/25	B130	Participated on call with bidder's counsel re transfer of licenses.	004607	.60 hrs.
05/13/25	B130	Worked on APAs and schedules.	004719	2.50 hrs.
05/13/25	B130	Teleconferenced with bidder's counsel re hospital outpatient department (HOPD) representation.	004719	.50 hrs.



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05/13/25	B130	Reviewed proposed communication to ASC physicians and related requirements under operating agreement/management agreement.	004719	.70 hrs.
05/13/25	B130	Corresponded re information required for schedules.	004719	.30 hrs.
05/13/25	B130	Reviewed bidder APA.	004719	.50 hrs.
05/13/25	B130	Developed strategy re sale of assets.	004151	.30 hrs.
05/13/25	B130	Reviewed Havertown lease agreement and issues re proposed amendment	004254	.30 hrs.
05/13/25	B130	Analyzed and provided examples of permitted exceptions language in APAs from similar Section 363 sales.	003473	.70 hrs.
05/13/25	B130	Strategized re question on customary permitted exceptions language included in APA as part of Section 363 sale.	003473	.50 hrs.
05/13/25	B130	Drafted exhibits to APA.	004133	3.70 hrs.
05/14/25	B130	Participated on call with financial and legal counsel re matters related to bid process.	004607	.50 hrs.
05/14/25	B130	Advised on revised language from potential purchaser on APA and related disclosure schedules.	004661	1.70 hrs.
05/14/25	B130	Reviewed and further revised updated draft of bidder's APA.	004719	2.70 hrs.
05/14/25	B130	Corresponded with A&M re ASC tax obligations in order to respond to bidder's due diligence question.	004719	.30 hrs.
05/14/25	B130	Strategized re addition of assets transferred from Brinton Lake management company to exhibits to the APA.	004719	.20 hrs.



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05/14/25	B130	Reviewed asset transfer agreement for Brinton Lake management company assets.	004719	.20 hrs.
05/14/25	B130	Corresponded with A&M re requirements for Broomall month-to-month lease extension.	004719	.30 hrs.
05/14/25	B130	Corresponded with bidder counsel re edits to APA.	004719	.30 hrs.
05/14/25	B130	Reviewed updated bidder comments to APA and composed issues list.	004719	.80 hrs.
05/14/25	B130	Reviewed updated exhibits to bidder APA.	004719	.50 hrs.
05/14/25	B130	Revised draft APAs.	004607	8.00 hrs.
05/14/25	B130	Analyzed strategy re sale of assets.	004151	.30 hrs.
05/14/25	B130	Reviewed Havertown lease agreement and draft amendment re the same.	004254	1.00 hrs.
05/14/25	B130	Analyzed additional licensing information from Crozer re potential CHOW filings.	004419	.80 hrs.
05/14/25	B130	Drafted exhibits to APA.	004133	5.80 hrs.
05/15/25	B130	Revised draft APAs.	004607	1.50 hrs.
05/15/25	B130	Participated on status update call with financial and legal advisors re transaction status.	004607	.40 hrs.
05/15/25	B130	Participated on call with bidder re transaction related matters.	004607	.50 hrs.
05/15/25	B130	Responded to regulatory due diligence questions from potential bidders.	004661	1.00 hrs.
05/15/25	B130	Participated on call with potential buyer's counsel to discuss Medicare enrollment and billing issues.	004661	.50 hrs.
05/15/25	B130	Revised exhibits to APA for bidder.	004719	.50 hrs.



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05/15/25	B130	Revised draft of APA for bidder.	004719	.70 hrs.
05/15/25	B130	Worked with A&M to obtain responses to outstanding due diligence requests.	004719	.60 hrs.
05/15/25	B130	Communicated with bidder counsel and re bidder questions on license transition.	004719	.20 hrs.
05/15/25	B130	Discussed TSA and regulatory transition on conference call with bidder's counsel and Prospect working group.	004719	.50 hrs.
05/15/25	B130	Reviewed Havertown lease agreements and matters re extensions of the same.	004254	.30 hrs.
05/15/25	B130	Strategized exhibits to APA.	004133	1.20 hrs.
05/15/25	B130	Reviewed clean team room agreements re competitively sensitive information.	004402	7.00 hrs.
05/15/25	B130	Drafted sublease amendment for 30 Lawrence Road, Suite 201.	004440	1.40 hrs.
05/16/25	B130	Participated on status update call with financial and legal advisors to Prospect re bid process.	004607	.50 hrs.
05/16/25	B130	Participated on call with potential bidder re APA material issues.	004607	.50 hrs.
05/16/25	B130	Participated on call with bidder's financial advisor re executory contracts.	004607	.40 hrs.
05/16/25	B130	Analyzed and prepared updates to applicable services provided for under the TSA.	004607	2.50 hrs.
05/16/25	B130	Responded to regulatory due diligence questions from potential bidders.	004661	.30 hrs.



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05/16/25	B130	Teleconferenced with bidder representatives to discuss questions re contracts available for assumption and services to be provided under TSA.	004719	.40 hrs.
05/16/25	B130	Teleconferenced with bidder's team to discuss services desires to receive under the TSA and bidder comments on APA/TSA/exhibits.	004719	.50 hrs.
05/16/25	B130	Responded to question from Houlihan re contracts to be assumed by purchasers.	004719	.30 hrs.
05/16/25	B130	Considered issues with lease term consistency aligning with previous amendments, including analysis of follow-up for unanswered lease extension and occupancies inquiries to secure compliance and informed decision-making.	004247	.20 hrs.
05/16/25	B130	Analyzed transaction sale strategy.	004151	.40 hrs.
05/16/25	B130	Reviewed Broomall lease agreement and sublease to revise and finalize amendment to the same	004254	.90 hrs.
05/16/25	B130	Revised exhibits to APA.	004133	3.50 hrs.
05/16/25	B130	Participated on call with interested bidder re contracts and cures.	004133	.50 hrs.
05/16/25	B130	Participated on call with interested bidder counsel re revisions to transaction documents.	004133	.50 hrs.
05/16/25	B130	Analyzed licenses and revisions of the disclosure schedules.	004478	2.00 hrs.
05/18/25	B130	Reviewed and revised drafts of bidder mark-ups of APA and TSA.	004607	6.30 hrs.
05/18/25	B130	Teleconferenced with regulatory and transactions counsel representing a potential bidder to discuss applicable regulatory approval processes and comments to APA and regulatory exhibits.	004661	.50 hrs.



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05/18/25	B130	Analyzed regulatory approval process and requirements for Pennsylvania Department of Environmental Protection (DEP) licenses.	004661	.70 hrs.
05/18/25	B130	Reviewed updated draft APA and TSA received from bidder's counsel.	004719	.30 hrs.
05/18/25	B130	Strategized re additional feedback required re permits and leases.	004719	.40 hrs.
05/18/25	B130	Strategized re addressing latest bidder edits to TSA and related business associate agreement (BAA).	004719	.30 hrs.
05/18/25	B130	Reviewed proposed revisions to bidder exhibits.	004719	.20 hrs.
05/18/25	B130	Responded to further bidder due diligence questions.	004719	.20 hrs.
05/18/25	B130	Reviewed further bidder comments to exhibits to APA.	004719	.30 hrs.
05/18/25	B130	Teleconferenced with bidder counsel to discuss latest bidder comments to transaction documents.	004719	.50 hrs.
05/18/25	B130	Corresponded with bidder counsel re representations and warranties in APA.	004719	.20 hrs.
05/18/25	B130	Reviewed latest bidder mark-ups and correspondence re the mark-ups from advisors.	004719	.50 hrs.
05/18/25	B130	Participated on call re regulatory approval matters and updates to regulatory approvals exhibit re same.	004419	.50 hrs.
05/18/25	B130	Analyzed licenses and permits from Crozer and assessed need for updates to regulatory approvals and permits exhibits.	004419	1.20 hrs.
05/18/25	B130	Drafted exhibits to APA.	004133	4.00 hrs.



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05/18/25	B130	Coordinated re providing responsive information to due diligence requests from interested bidders.	004133	4.00 hrs.
05/18/25	B130	Analyzed recent licenses and attended to revisions of disclosure schedules.	004478	1.60 hrs.
05/19/25	B130	Participated on call with Pennsylvania DOH re license transfer process.	004607	.40 hrs.
05/19/25	B130	Revised draft APA and TSA and analyzed related updates for exhibits and schedules.	004607	4.90 hrs.
05/19/25	B130	Participated on daily status update call with Prospect's financial and legal advisors pertaining to transaction schedule.	004607	.60 hrs.
05/19/25	B130	Responded to follow-up questions related to regulatory approval process for Pennsylvania DEP licenses.	004661	.20 hrs.
05/19/25	B130	Teleconferenced with Pennsylvania DOH related to regulatory approval process for transfers of ASC licenses.	004661	.40 hrs.
05/19/25	B130	Coordinated re final edits to APA and TSA prior to distribution to bidder.	004719	.20 hrs.
05/19/25	B130	Teleconferenced with Alvarez & Marsal to discuss approach to leased property at the ambulatory surgery center.	004719	1.00 hrs.
05/19/25	B130	Discussed process for finalizing bidder agreements with D. Martin (Houlihan).	004719	.20 hrs.
05/19/25	B130	Participated on working group call with Prospect and advisors.	004719	.20 hrs.
05/19/25	B130	Reviewed BRG's proposed updates to TSA from other Prospect transactions for potential changes to Pennsylvania ambulatory surgery center sale TSA.	004719	.20 hrs.



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05/19/25	B130	Coordinated re updates to Exhibits to APA.	004719	.40 hrs.
05/19/25	B130	Participated on call with Pennsylvania DOH to discuss CHOW review/approval timing.	004719	.40 hrs.
05/19/25	B130	Revised bidder APA to reflect feedback and outcome of conversation with bidder counsel.	004719	.30 hrs.
05/19/25	B130	Reviewed and updated edits to bidder TSA, including edits based on feedback from Houlihan and A&M.	004719	.90 hrs.
05/19/25	B130	Reviewed and commented on BAA for Health Insurance Portability and Accountability Act (HIPAA) compliance and protection.	004490	.50 hrs.
05/19/25	B130	Reviewed TSA.	004490	1.00 hrs.
05/19/25	B130	Teleconferenced with investment banker to bidder re bid procedure.	004151	.10 hrs.
05/19/25	B130	Developed strategy re transaction strategy.	004151	.50 hrs.
05/19/25	B130	Corresponded with Houlihan re transaction strategy.	004151	.20 hrs.
05/19/25	B130	Analyzed open issues for TSA.	004151	.20 hrs.
05/19/25	B130	Participated on call with Pennsylvania DOH re regulatory matters.	004419	.50 hrs.
05/19/25	B130	Revised exhibits to APA.	004133	5.00 hrs.
05/20/25	B130	Reviewed and revised draft bidder mark-up of APA and TSA.	004607	2.50 hrs.
05/20/25	B130	Prepared draft schedule to TSA.	004607	1.40 hrs.
05/20/25	B130	Analyzed Medicare provider-based department rules and requested follow-up analysis related to state license requirements under Delaware law.	004661	1.20 hrs.



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05/20/25	B130	Participated on call with counsel to potential bidder related to Medicare billing and payment for acquired ambulatory surgery centers s and imaging facilities.	004661	.20 hrs.
05/20/25	B130	Strategized re follow-up questions and potential alternatives for Medicare enrollment and billing.	004661	.30 hrs.
05/20/25	B130	Reviewed updated comments from bidder to APA and TSA.	004719	1.90 hrs.
05/20/25	B130	Participated on daily call with working group.	004719	.30 hrs.
05/20/25	B130	Communicated with bidder counsel re next steps.	004719	.20 hrs.
05/20/25	B130	Strategized re bidder regulatory model.	004719	.30 hrs.
05/20/25	B130	Teleconferenced with counsel to bidder re post-Closing transitional issues.	004719	.20 hrs.
05/20/25	B130	Strategized re APA signature process.	004719	.40 hrs.
05/20/25	B130	Reviewed and commented on buyer's proposed medical records language in APA.	004490	.30 hrs.
05/20/25	B130	Developed Closing strategy.	004151	.20 hrs.
05/20/25	B130	Corresponded with A&M re TSA.	004151	.20 hrs.
05/20/25	B130	Analyzed correspondence re revisions to TSA proposed by bidder and regulatory matters.	004419	.30 hrs.
05/20/25	B130	Reviewed interested bidder revisions to APA and exhibits.	004133	2.00 hrs.
05/20/25	B130	Strategized revisions to exhibits.	004133	1.00 hrs.
05/20/25	B130	Drafted signature packets.	004478	.90 hrs.
05/20/25	B130	Drafted sellers' certificate.	004478	1.00 hrs.



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<u>Date</u>	<u>Phase</u>	<u>Description of Services</u>	<u>Tkpr</u>	<u>Hours</u>
05/20/25	B130	Conducted regulatory analysis for Delaware licensing requirements.	004478	1.10 hrs.
05/21/25	B130	Prepared revisions to bidder's draft of APA.	004607	.80 hrs.
05/21/25	B130	Advised on language related to required governmental approvals for exhibits to APA	004661	.80 hrs.
05/21/25	B130	Reviewed bidder's latest turn of the APA.	004719	.40 hrs.
05/21/25	B130	Commented on updated exhibits and accompanying cover email.	004719	.30 hrs.
05/21/25	B130	Strategized re accuracy of personal property schedule and identification/inclusion of assets not located at the ambulatory surgery centers /imaging centers.	004719	1.30 hrs.
05/21/25	B130	Teleconferenced with counterparty and others on outstanding deal issues.	004719	3.20 hrs.
05/21/25	B130	Prepared remaining Exhibits to APA.	004719	1.00 hrs.
05/21/25	B130	Strategized re bidder's questions and comments on the exhibits to the APA.	004719	1.00 hrs.
05/21/25	B130	Teleconferenced with counsel to bidder re status of transaction documents and lease renewal.	004719	.50 hrs.
05/21/25	B130	Communicated with working group re lease renewal concerns and implications for APA.	004719	.50 hrs.
05/21/25	B130	Spoke with counsel to bidder re status of auction process and bidder's bid.	004719	.20 hrs.
05/21/25	B130	Reviewed Sidley's updates to TSA.	004719	.30 hrs.
05/21/25	B130	Reviewed updates to TSA.	004719	.20 hrs.
05/21/25	B130	Reviewed updates to APA and TSA.	004719	.50 hrs.



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05/21/25	B130	Reviewed correspondence re APA bid submission.	004490	.10 hrs.
05/21/25	B130	Attended to transaction strategy.	004151	.50 hrs.
05/21/25	B130	Reviewed lease documents for 500 Evergreen Suite G6 and issues re the same.	004254	.20 hrs.
05/21/25	B130	Worked on draft power of attorney (POA) including analysis of revisions from McDermott Will & Emery (MWE) and preparing additional revisions.	004419	2.10 hrs.
05/21/25	B130	Analyzed and commented on correspondence re licensing and regulatory approvals matters.	004419	1.00 hrs.
05/21/25	B130	Attended to finalizing exhibits with interested bidder.	004133	4.00 hrs.
05/21/25	B130	Coordinated preparing responses to interested bidder requests re leases and permits.	004133	3.70 hrs.
05/21/25	B130	Attended to revisions to POA, bill of sale, signature packets, and permit schedules.	004478	3.30 hrs.
05/22/25	B130	Considered revisions to the Drug Enforcement Administration (DEA) POA draft to ensure compliance with federal requirements.	004616	2.00 hrs.
05/22/25	B130	Advised on due diligence questions related to accreditations and Food & Drug Administration (FDA) / Mammography Quality Standards Act (MQSA) certifications.	004661	.90 hrs.
05/22/25	B130	Discussed finalizing agreements with bidder's counsel.	004719	.20 hrs.
05/22/25	B130	Participated on group call with Prospect team to discuss current status of transaction documents.	004719	.30 hrs.
05/22/25	B130	Prepared additional revisions to APA.	004719	.20 hrs.



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05/22/25	B130	Revised TSA.	004719	.70 hrs.
05/22/25	B130	Reviewed further edits from bidder counsel to transaction documents.	004719	.30 hrs.
05/22/25	B130	Coordinated re additional personal property to list in exhibits.	004719	.20 hrs.
05/22/25	B130	Revised APA for circulation to bidder.	004719	.30 hrs.
05/22/25	B130	Corresponded with C. Matthaues and bidder counsel re scope of transition services.	004719	.20 hrs.
05/22/25	B130	Reviewed bidder's latest feedback on transaction documents.	004719	.40 hrs.
05/22/25	B130	Teleconferenced with bidder counsel re approaches to addressing landlord requirement to include Cyberknife suite in lease extension.	004719	.50 hrs.
05/22/25	B130	Corresponded with D. Martin (Houlihan), C. Matthaues and other advisors re allocation between Prospect and bidder of costs associated with landlord requirement to include Cyberknife suite in lease extension.	004719	.60 hrs.
05/22/25	B130	Corresponded with G. Bernz re documents needed from landlord to verify specifics of lease.	004719	.30 hrs.
05/22/25	B130	Reviewed matters re lease amendments and open issues re the same.	004254	.30 hrs.
05/22/25	B130	Further revised POA re DEA registrations.	004419	.50 hrs.
05/22/25	B130	Coordinated gathering responsive information to requests re leases and permits.	004133	1.40 hrs.
05/22/25	B130	Teleconferenced with Sidley, Houlihan and A&M re revisions to transaction documents by interested bidder.	004133	.50 hrs.



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<u>Date</u>	<u>Phase</u>	<u>Description of Services</u>	<u>Tkpr</u>	<u>Hours</u>
05/22/25	B130	Revised exhibits to APA.	004133	2.00 hrs.
05/23/25	B130	Finalized transaction document sets for various bidders.	004719	.40 hrs.
05/23/25	B130	Responded to follow-up questions related to assumed permits, accreditations and regulatory approvals from a potential bidder.	004661	1.60 hrs.
05/23/25	B130	Corresponded to Pennsylvania DEP related to transfer of control filings and required information.	004661	.40 hrs.
05/23/25	B130	Developed transaction strategy.	004151	.50 hrs.
05/23/25	B130	Analyzed strategy re bidding process.	004151	.30 hrs.
05/23/25	B130	Prepared bidder versions of transaction documents for sharing with the bidders.	004133	2.00 hrs.
05/25/25	B130	Participated on call with counsel for bidder related to regulatory questions and proposed revisions to APA and TSA.	004661	.80 hrs.
05/25/25	B130	Provided update to bidder re changes to exhibits to APA.	004719	.20 hrs.
05/25/25	B130	Strategized re follow-up on bidder questions from call.	004719	.20 hrs.
05/25/25	B130	Teleconferenced with bidder's counsel and Prospect team to discuss bidder questions on ASC/imaging center APA and related exhibits.	004719	.70 hrs.
05/25/25	B130	Teleconferenced with bidder related to potential transaction and deal terms.	004419	.70 hrs.
05/25/25	B130	Participated on transaction call with interested bidder.	004133	1.20 hrs.



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05/26/25	B130	Prepared signature page for APA.	004133	.70 hrs.
05/27/25	B130	Advised on outstanding questions and information needed to finalize assumed permits and governmental consent exhibits to APA.	004661	.80 hrs.
05/27/25	B130	Analyzed correspondence and requirements for transfer of Pennsylvania DEP licenses.	004661	.40 hrs.
05/27/25	B130	Participated on bankruptcy auction for Pennsylvania ambulatory surgical center and imaging centers.	004607	5.00 hrs.
05/27/25	B130	Reviewed bid APA draft from potential bidder.	004607	.90 hrs.
05/27/25	B130	Responded to question from F. Saidara re Closing timing.	004719	.20 hrs.
05/27/25	B130	Teleconferenced with S. Nuernberger and D. Martin re next steps on documentation.	004719	.30 hrs.
05/27/25	B130	Strategized re changes required to create an APA with University of Pennsylvania and to update bidder APA to reflect auction results.	004719	.50 hrs.
05/27/25	B130	Participated on bankruptcy auction for Pennsylvania ambulatory surgical centers and imaging centers.	004719	4.20 hrs.
05/27/25	B130	Teleconferenced with advisors re bidder's proposed edits.	004719	.40 hrs.
05/27/25	B130	Reviewed bidder's updated comments to APA and related exhibits.	004719	.30 hrs.
05/27/25	B130	Teleconferenced with counsel to bidder re timing of bidder's bid.	004719	.20 hrs.
05/27/25	B130	Participated on call with D. Martin (Houlihan) re status of competing bids.	004719	.20 hrs.
05/27/25	B130	Participated on sale auction for hospital assets.	004151	4.50 hrs.



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<u>Date</u>	<u>Phase</u>	<u>Description of Services</u>	<u>Tkpr</u>	<u>Hours</u>
05/27/25	B130	Developed strategy re sale auction for hospital assets.	004151	.40 hrs.
05/27/25	B130	Coordinated re status of bid and regulatory workstream.	004419	.40 hrs.
05/27/25	B130	Prepared comparison report of purchase agreement and services agreement.	004268	.30 hrs.
05/27/25	B130	Participated on auction sale for ambulatory surgical centers facilities.	004133	4.50 hrs.
05/27/25	B130	Drafted exhibits for winning bidder.	004133	2.30 hrs.
05/27/25	B130	Teleconferenced with Sidley, Houlihan and A&M re auction.	004133	.20 hrs.
05/28/25	B130	Reviewed and provided feedback to G. Williams (Prospect) on bidder press release.	004719	.20 hrs.
05/28/25	B130	Prepared execution version of bidder APA.	004719	.90 hrs.
05/28/25	B130	Responded to question re extension of sublease.	004719	.20 hrs.
05/28/25	B130	Teleconferenced with Pennsylvania DOH re CHOW approval process.	004719	.20 hrs.
05/28/25	B130	Coordinated re regulatory approvals.	004719	.20 hrs.
05/28/25	B130	Analyzed responses to supplemental regulatory due diligence questions re imaging facilities.	004661	.80 hrs.
05/28/25	B130	Participated on call with Pennsylvania DOH to share outcome of sale process and discuss next steps for regulatory filings.	004661	.40 hrs.
05/28/25	B130	Reviewed correspondence and open issues re US Oncology sublease amendment.	004254	.30 hrs.
05/28/25	B130	Attended Pennsylvania DOH call.	004419	.40 hrs.



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05/28/25	B130	Drafted exhibits for winning bidder.	004133	3.50 hrs.
05/28/25	B130	Attended call with Pennsylvania DOH re ambulatory surgical centers licenses.	004133	.40 hrs.
05/28/25	B130	Corresponded with Sidley re equipment liens.	004133	.20 hrs.
05/28/25	B130	Attended to gathering winning bidder notice information.	004133	.20 hrs.
05/28/25	B130	Strategized drafting transaction documents for winning bidder and back-bidders.	004133	1.00 hrs.
05/29/25	B130	Participated on call with bidder to understand potential executory contracts.	004719	.50 hrs.
05/29/25	B130	Coordinated re Centers for Medicare and Medicaid Services (CMS) position that Prospect received an overpayment.	004719	.50 hrs.
05/29/25	B130	Strategized re sharing of information re CMS position with counterparties.	004719	.50 hrs.
05/29/25	B130	Corresponded with F. Saidara re sharing CMS position with counterparties.	004719	.70 hrs.
05/29/25	B130	Coordinated with A&M re lease amendment.	004719	.20 hrs.
05/29/25	B130	Corresponded with K. Klele and S. Nuernberger re updates to bidder APA.	004719	.30 hrs.
05/29/25	B130	Communicated with regulators at Pennsylvania DEP.	004661	.40 hrs.
05/29/25	B130	Analyzed implications of Medicare enrollment and billing issue for APA.	004661	.30 hrs.



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05/29/25	B130	Participated on call with U.S. Department of Justice (DOJ) and attorneys for CMS to discuss Medicare enrollment and billing for Crosser Chester Medical Center hospital outpatient facilities.	004661	.50 hrs.
05/29/25	B130	Briefed F. Saidara on issues raised during call with DOJ and CMS.	004661	.30 hrs.
05/29/25	B130	Responded to regulatory due diligence questions related to required licenses and registrations from Pennsylvania DEP.	004661	.60 hrs.
05/29/25	B130	Participated on daily check-in call with A&M, Houlihan, Sidley, and Prospect to discuss Medicare enrollment and billing issue.	004661	.40 hrs.
05/29/25	B130	Considered correspondence from opposing counsel re timing and status of draft lease and conveyance documents for real property transfer and next steps to expedite preparation and delivery of same.	004247	.30 hrs.
05/29/25	B130	Developed regulatory strategy.	004151	.80 hrs.
05/29/25	B130	Teleconferenced with F. Saidara (Prospect) and Sidley re regulatory strategy.	004151	.20 hrs.
05/29/25	B130	Corresponded re comments on analysis of existing lease and sublease agreement and draft license agreement.	004254	.50 hrs.
05/29/25	B130	Strategized re regulatory filing matters related to CHOW.	004419	.40 hrs.
05/29/25	B130	Participated on call with counsel to winning bidder re contracts.	004133	.50 hrs.
05/29/25	B130	Strategized revisions to APA.	004133	.20 hrs.
05/29/25	B130	Revised exhibits to APA.	004133	1.00 hrs.



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<u>Date</u>	<u>Phase</u>	<u>Description of Services</u>	<u>Tkpr</u>	<u>Hours</u>
05/29/25	B130	Teleconferenced with Sidley, Houlihan and A&M.	004133	.20 hrs.
05/29/25	B130	Coordinated responses to winning bidder's requests re permits.	004133	1.00 hrs.
05/29/25	B130	Analyzed licensing and permit schedule questions from potential purchasers.	004478	3.00 hrs.
05/30/25	B130	Participated on call with S. Nuernberger re bidder proposed edits and CMS issue.	004719	.30 hrs.
05/30/25	B130	Updated working group on conversation with K. Klele.	004719	.70 hrs.
05/30/25	B130	Reviewed data re ambulatory surgical center claims for May services in connection with CMS position on Medicare provider number.	004719	.30 hrs.
05/30/25	B130	Coordinated re CMS issue.	004719	.50 hrs.
05/30/25	B130	Participated on call with S. Nuernberger re ChristianaCare proposed edits and CMS issue.	004719	.30 hrs.
05/30/25	B130	Considered hospital outpatient department Medicare billing issue.	004662	.20 hrs.
05/30/25	B130	Worked on proposed settlement to response to DOJ and CMS related to Medicare enrollment and billing issue.	004661	2.30 hrs.
05/30/25	B130	Recommended holding all Medicare and Medicaid fee-for-service claims for outpatient facilities pending resolution with DOJ and CMS.	004661	.50 hrs.
05/30/25	B130	Developed and wrote proposed settlement to response to DOJ and CMS related to Medicare enrollment and billing issue.	004661	2.30 hrs.
05/30/25	B130	Participated on transactions status update call with Sidley, Houlihan and A&M teams.	004607	.40 hrs.



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05/30/25	B130	Analyzed False Claims Act (FCA) public disclosure bar issues related to hospital outpatient department Medicare billing issue.	004662	.50 hrs.
05/30/25	B130	Analyzed notice of successful bidder for Pennsylvania ambulatory surgery center/imaging centers.	004039	.20 hrs.
05/30/25	B130	Reviewed correspondence and open issues re US Oncology lease amendment.	004254	.20 hrs.
05/30/25	B130	Revised exhibits to the APA.	004133	2.00 hrs.
05/30/25	B130	Participated on transaction call with Sidley, Houlihan and A&M.	004133	.20 hrs.
05/31/25	B130	Prepared draft back-up bid APAs reflecting bifurcated back-up purchase structure.	004607	2.10 hrs.
05/31/25	B130	Analyzed and commented on Medicare billing for hospital outpatient departments issues.	004662	1.40 hrs.
05/31/25	B130	Responded to follow-up questions related to proposed settlement communication with DOJ and CMS.	004661	.20 hrs.
05/31/25	B130	Developed regulatory strategy.	004151	.30 hrs.



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SUMMARY OF TIMEKEEPER FEES

<u>Tkpr</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Average Rate/Hr</u>	<u>Dollars</u>
004661	Margia Corner	28.70	\$ 975.00	\$ 27,982.50
004151	Nioura F. Ghazni	15.70	\$ 910.00	\$ 14,287.00
004490	Carolyn V. Metnick	1.90	\$ 945.00	\$ 1,795.50
004254	Edward W. Musharbash	4.50	\$ 795.00	\$ 3,577.50
004247	Timothy J. Reimers	.70	\$ 1,010.00	\$ 707.00
004376	Richard K. Rifenbark	.80	\$ 910.00	\$ 728.00
004719	Todd D. Rosenberg	75.40	\$ 985.00	\$ 74,269.00
004662	Hoyt Y. Sze	2.10	\$ 925.00	\$ 1,942.50
004607	Kanasha S. Herbert	95.70	\$ 695.00	\$ 66,511.50
004039	Joshua Schlenger	.20	\$ 860.00	\$ 172.00
004616	Madhav Y. Bhatt	2.00	\$ 750.00	\$ 1,500.00
004268	Anushna Das	.30	\$ 605.00	\$ 181.50
004133	Jami Fogelhut	101.90	\$ 605.00	\$ 61,649.50
004419	Alexandria M. Foster	12.20	\$ 780.00	\$ 9,516.00
004478	Maximillian Fuery	16.40	\$ 520.00	\$ 8,528.00
004440	Kennedy Kline	1.40	\$ 520.00	\$ 728.00
003473	Gianna E. Segretti	1.20	\$ 750.00	\$ 900.00
004402	Susan C. Gov	7.00	\$ 410.00	\$ 2,870.00

Total Fees for Professional Services

\$ 277,845.50

Exhibit D

Detailed Statement of the Expenses Incurred During the Fee Period



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29HJ-405232 PMH BK - Connecticut Hospitals Litigation
Robert S. Friedman

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05/30/25	B190	Reviewed and revised summary of Connecticut assets related to litigation.	003416	.40 hrs.
05/31/25	B190	Reviewed and revised draft analysis of Connecticut assets.	003416	.30 hrs.

SUMMARY OF TIMEKEEPER FEES

<u>Tkpr</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Average Rate/Hr</u>	<u>Dollars</u>
002632	Robert S. Friedman	1.30	\$ 1,125.00	\$ 1,462.50
004151	Nioura F. Ghazni	.80	\$ 910.00	\$ 728.00
000548	Alan H. Martin	1.30	\$ 985.00	\$ 1,280.50
003416	Danielle Vrabie	1.30	\$ 965.00	\$ 1,254.50
004039	Joshua Schlenger	1.30	\$ 860.00	\$ 1,118.00

Total Fees for Professional Services

\$ 5,843.50

SUMMARY OF DISBURSEMENTS

B190 - Other Contested Matters (excluding assumption/rejection motions)

05/29/25	Electronic discovery data hosting fee (3053.99 GB)	61,079.82
05/29/25	Electronic discovery data hosting fee (29.48 GB)	589.59
05/14/25	Federal Express on 05/14/25	33.40
05/14/25	Federal Express on 05/14/25	33.40
05/14/25	Federal Express on 05/14/25	38.31
04/30/25	PACER (Public Access to Court Electronic Records). Customer Number: SMRHFirmUser2. Statement Date: 4/30/2025	77.70

Total Disbursements

\$ 61,852.22